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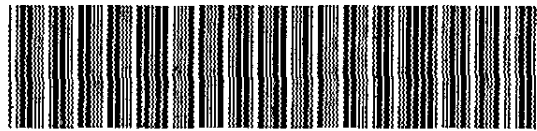
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Rs 5/25/04
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J. DANIEL BREDE
Professional Association
Attorney at Law

Suite 201, East Building
1900 N. W. Corporate Blvd.
Boca Raton, Florida 33431

Telephone (561) 241-8996
Facsimile (561) 241-7859
jdbrede1@bellsouth.net

May 18, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **UNFAVOR, INC.**

Dear Sir/Madam:

Enclosed please find the signed Articles of Amendment to be filed with the Secretary of State, Division of Corporations. A check for \$35.00 is enclosed for filing. Please stamp the duplicate copy filed and return to us in the enclosed envelope.

If you have any questions, please call.

Sincerely,



J. DANIEL BREDE

JDB:jmr
Enclosure

cc: Mrs. Morella O'Donnell

FILED

04 MAY 20 PM 3:05

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
UNFAVOR, INC.**

CLERK OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1003 and 607.0704, the Articles of Incorporation of UNFAVOR, INC. are hereby amended pursuant to a written consent in lieu of a meeting executed by the holders of all the Corporation's common stock and all the Corporation's Directors on the 2nd day of March, 2004, as follows:

ITEM 1

1. Directors. ARTICLE V is hereby amended to read as follows:

ARTICLE V
DIRECTORS

The number of directors constituting the Board of Directors of this corporation is one (1). The name and street address of the sole director of the corporation are as follows:

Name

Address

MORELLA O'DONNELL

2904 Banyan Blvd. Circle N. W.
Boca Raton, FL 33431

These Articles of Amendment to the Articles of Incorporation were adopted by the Shareholders with the number of votes cast by such Shareholders being sufficient for approval, and Directors by consent resolution of the 2nd day of March, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 2nd day of March, 2004.


MORELLA O'DONNELL, Director

ATTEST:


MORELLA O'DONNELL, Secretary

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was sworn to and acknowledged before me this 18 day of May, 2004, by MORELLA O'DONNELL, President and Secretary of UNFAVOR, INC., a Florida corporation, on behalf of the Corporation.



Notary Public
My Commission Expires:



J Daniel Brede
My Commission CC978963
Expires November 01 2004