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To: ර් From:

Division of Corporations

Fax Number : (850) 205-0380

Account Name : A 1 A CORPORATE SERVICES, INC.

Account Number: I20010000247 Phone : (305) 674-3313

Fax Number : (305) 675-2811

BASIC AMENDMENT

GFX-ZONE INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION

GFX-Zone Inc.

(present same)

P04000058602

(Document Number of Corporation (If Icrown)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of ameriment to its articles of incorporation:

FIRST: Amendment(s) 2dopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V: INITIAL OFFICERS/DIRECTORS CHANGE

Clinton Herrin

4918 Herton Drive Jacksonville, FL 32258

hereby resigns as Director, Vice President, Secretary and Treasurer.

Jody Westerwelle 4918 Herton Drive Jacksonville, FL 32258 hereby resigns as Director.

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: 1	The date of each amendment's adoption: 05-14-04	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
2	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
a	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient	
	for approval by	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Signed this 14th day of May 2004	
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by	
	the shareholders)	
	OR	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	Charles E. Herrin (Typed or printed name)	
	DIRECTOR (Title)	
	Control	