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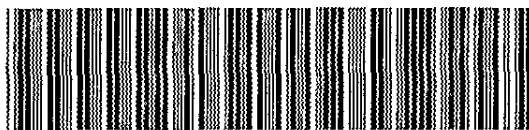
(Business Entity Name)

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05/10/04--01122--011 **35.00

FILED

04 MAY 10 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
MAD 5/17

May 6, 2004

Department of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, Fl 32399

SUBJECT: BRIGHTON RESOURCES INC.

Enclosed are an original and one (1) copy of the amendment to the articles of incorporation and a check for \$35.00 representing the Filing Fee.

From:

James Marci
58 Commercial Way
Spring Hill, Florida 34606
352-684-1800

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRIGHTON RESOURCES INC.**

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

FIRST: The following Amendments have been adopted and shall be added to the Articles of Incorporation.

**ARTICLE VI ADDITION AND DELETION OF
OFFICERS/DIRECTOR:**

The following officers/directors shall be deleted:

Cynthia Tevz, S,D
58 Commercial Way
Spring Hill, FL 34606

The following officers/directors shall be added :

Robert Wasielewski, S,D
Po Box 5037
Spring Hill, FL 34611


SECOND: The date of the amendment's adoption is May 6, 2004.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 6th day of May, 2004



Signature/ Director



Date

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CLERK OF STATE
TALLAHASSEE, FLORIDA