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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN -2 AM 9:43

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AMEND
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COCHRAN LAW, P. A.

1701 Rogero Road
Jacksonville, Florida 32211
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WILLIAM D. COCHRAN, IV
Attorney At Law

May 25, 2004

NORMA E. LYON
Paralegal

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

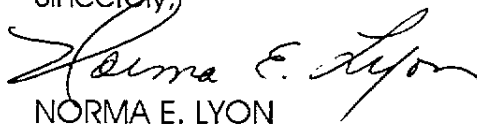
RE: Amended Articles of Incorporation
TWO GUYS WITH TOOLS, INC.

Dear Secretary:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of the above captioned corporation, together with our check in the amount of \$55.00 to cover the filing of same.

Please return the Certified Copy of the Amended Articles to the undersigned as soon as possible.

Sincerely,



NORMA E. LYON

NEL/tbs

Encl.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TWO GUYS WITH TOOLS, INC.

FILED
04 JUN -2 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, this Florida corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment Adopted:

ARTICLE IIX.

This corporation shall now have two (2) directors, at this time. The name of SCOTT JOHNSON is hereby removed from the Board of Directors of the Corporation. The remaining Directors are TODD A. BREWER and MARY LOCKWOOD.

SECOND: Amendment Adopted:

ARTICLE XI. OFFICERS

The new officers elected subsequent to the resignation of SCOTT JOHNSON are as follows:

PRESIDENT	MARY LOCKWOOD	226 Bird Rd.
DIRECTOR		Jacksonville, Florida 32218
SECRETARY		
TREASURER		
DIRECTOR		

VICE PRESIDENT	TODD A. BREWER	P. O. Box 11693
		Jacksonville, FL 32239

THIRD: Adoption of Amendment:

The Amendments were adopted by unanimous vote of the Board of Directors on May 20th, without shareholder action and shareholder action was not required.

Signed this 25 day of May, 2004, A. D.

Signature: Todd A. Brewer
TODD A. BREWER
CHAIRMAN OF THE BOARD OF DIRECTORS

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

Todd A. Brewer
Typed or printed name

Title: Chairman of the Board of Directors