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SECRETARY OF STATE
TALLAHASSEE. FLORID.

AMENIA 5/25/05 May 11th, 2005

Department of State Corporate Records/ Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Amendment to Articles of Incorporation to change the President, Registered agent and director of ULTIMATE COMMUNICATIONS & PAYMENTS.

Also find enclosed a check made payable to the Secretary of State towards the fee for same.

Your assistance in changing the President, Registered agent and director as amended is much appreciated.

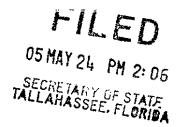
Upon validation kindly return all documents to

Professional Assistance 6878 W. Atlantic Blvd. Margate, Florida 33063.

Kindly call at 1-954-971-7875 and speak with Mr. Shariq if there is a question or problem.

Respectfully,

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ULTIMATE COMMUNICATIONS & PAYMENTS, INC.

Pursuant to the provisions of Florida Statute Section 607.1006, the above named Corporation adopts the following articles of amendment to its articles of incorporations:

FIRST: Amendment adopted:

RESOLVED that **CRAGE F. MCKENZIE**, shall no longer be an officer of this Corporation, in any capacity whatsoever;

RESOLVED that **NOEL BRUNER**, shall be the President, Secretary and Registered agent of this Corporation, the new mailing and registered agent address of the Corporation is effective immediately.

I, NOEL BRUNER declare I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company.

NOEL BRUNER

SECOND: Shares of ULTIMATE COMMUNICATIONS & PAYMENTS, has not been issued.

THIRD: The date of each amendment's adoption is 05/11/2005.

FOURTH: The foregoing Amendment was adopted by the board of directors without Shareholder action and Shareholder action was not required.

This action was taken on May 11th, 2005.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment to Articles of Incorporation of **ULTIMATE COMMUNICATIONS & PAYMENTS**, this 11th day of May, 2005.

CRAGE F. MCKENZ President/Director Incorporator

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this day of May 2005, by CRAGE F. MCKENZIE, as President/Director of ULTIMATE COMMUNICATIONS & PAYMENTS, a Florida corporation, on behalf of the corporation, he has produced his Florida Driver's License as identification and did not take an oath.

Notary Public

My Commission Expires

