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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PENATES VENTURES INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**PENATES VENTURES 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: Amendment(s) adopted:

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Kristina B. Wagner- 1105 Bennet Road, Orlando, FL 32814- President**  
**Jason V. Cardone- 820 Forestwood Drive, Clermont, FL 34711- President**

to be amended to:

ARTICLES V OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Kristina B. Chapman- 1105 Bennet Road, Orlando, FL 32814- Co-President**  
**Jason V. Cardone- 820 Forestwood Drive, Clermont, FL 34711- Co-President**

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SECOND: If any 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:

THIRD: The Date of each amendment's adoption: December 17, 2004

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FOURTH: Adoption of Amendment(s) (CHECK ONE):

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- 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 \_\_\_\_\_,"  
voting group
- 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 22nd day of December 2004.

Signature

Kristina B Chapman

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

Kristina B. Chapman

President

Title

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