

MAR. 16 2005

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BUSH ROSS P A

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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

PARSES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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Amended 3-17-05 CH

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PARSES, INC.**

PARSES, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the first paragraph of Article III, Section A in its entirety and by substituting, in lieu thereof, the following:

"A. SERIES A SENIOR PREFERRED STOCK

There shall be hereby established a single series of the preferred stock of the Corporation, the designation of which shall be "Series A Senior Convertible Preferred Stock", par value \$.01 per share (the "Series A Preferred Stock"). The number of authorized shares constituting the Series A Senior Preferred Stock shall be 600,000. The Series A Senior Preferred Stock shall have the limitations and relative rights of the respective classes of authorized capital stock and a statement of the preferences, voting powers, relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the respective classes of authorized capital stock as set forth herein."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.

3. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the corporation having executed a written statement, dated effective March 15, 2005, manifesting their intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 15th day of March, 2005.

PARSES, INC.

By: _____

Name: _____

Title: _____

Dennis Mihale

Dennis Mihale

CEO

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