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**PROFESSIONAL ENHANCEMENT SYSTEMS, INC.**

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January 31, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PROFESSIONAL ENHANCEMENT SYSTEMS, INC.

1174 NE CLEVELAND ST.

CLEARWATER, FL 33755US

SUBJECT: PROFESSIONAL ENHANCEMENT SYSTEMS, INC.

REF: P04000108600

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Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
PROFESSIONAL ENHANCEMENT SYSTEMS, INC.**

Pursuant to the Florida Business Corporation Act, PROFESSIONAL ENHANCEMENT SYSTEMS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is Professional Enhancement Systems, Inc.

**ARTICLE II**

**Amendment**

Article IV of the Articles of Incorporation is deleted in its entirety and replaced with the following:

**"ARTICLE IV**

The number of shares the corporation is authorized to issue is: 10,000"

**ARTICLE III**

**Date of Adoption**

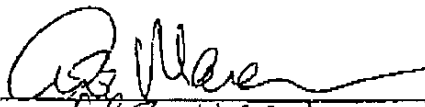
The amendment was adopted on the 28 day of January, 2008.

**ARTICLE IV**

**Manner of Adoption**

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 28 day of January, 2008.

By:   
Name: ART MARES  
Its: PRESIDENT

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