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AMEND
[signature] 12/13/06
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December 13, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: D Duncan Enterprises, Inc.

Dear Sir:

Enclosed is an original and one copy of Articles of Amendment to the Articles of Incorporation of D Duncan Enterprises, Inc. Please file the original and return a certified copy to me.

Our check in the amount of \$43.75 for the applicable fees is enclosed.

If I have overlooked anything, please let me know.

Very truly yours,

Thomas Reed
Destin

enclosures

**ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION
of
D. DUNCAN ENTERPRISES, INC.**

Article 7 of the Articles of Incorporation of D. Duncan Enterprises, Inc., was amended by the corporation's sole director^{shareholder} on December 13, 2005, and made effective January 1, 2005.

1. The name of the corporation is D. Duncan Enterprises, Inc.
2. Article 7 of the Articles of Incorporation of D. Duncan Enterprises, Inc., was amended as follows:

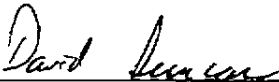
ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 *The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY THOUSAND (20,000)** shares of common stock, each having the par value of **ONE CENT (\$.01)**.*
- 7.2 *All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.*
- 7.3 *All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.*
- 7.4 *No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.*
- 7.5 *The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.*
- 7.6 *The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.*

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3. The foregoing amendment to the Articles of Incorporation was duly adopted by the ~~shareholder~~ Director of the Corporation on December 13, 2005 and made effective January 1, 2005.

In witness whereof, the undersigned Director of the corporation has executed these Articles of Amendment on December 13, 2005.



David Duncan
Director