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BASIC AMENDMENT

JOSEPH E. RICHARDS, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
JOSEPH E. RICHARDS, INC.**

The undersigned, as President and Incorporator of JOSEPH E. RICHARDS, INC., does hereby certify that the Amendment provided for herein was adopted by the sole shareholder and sole director of the corporation on the 24th day of February, 2005, and that the number of votes cast was sufficient for approval.

1. Amendment Adopted:

(a) Article VIII of the Articles of Incorporation is hereby added to the Articles of Incorporation, and shall read as follows:

"ARTICLE VIII – Initial Officers and Directors

Joseph E. Richards is hereby elected to serve as the initial sole director of the corporation. Joseph E. Richards is hereby elected to the following offices of the corporation: President, Secretary and Treasurer."

2. All other provisions of the Articles of Incorporation remain the same as originally filed.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation on the 24th day of February, 2005.

JOSEPH E. RICHARDS, INC., a Florida corporation

By: 

Joseph E. Richards, President and Incorporator

Prepared by:
Tami Lee Latzo, L.A.
Latzco Legal Assistant
14955 Gulf Boulevard
Suite 14
Madeira Beach, Florida 33708
727-391-5688 Telephone
727-394-2775 Fax
Tami@Latzco.com

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