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FILE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C. Couffette JUN 08 2006

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June 8, 2006

VIA HAND DELIVERY

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Cellminder, Inc.
Our File No. 135790-2

To Whom It May Concern:

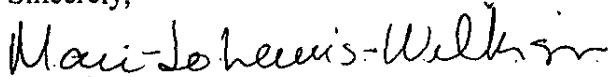
Enclosed please find an original and one copy of **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION** for the following entity:

CELLMINDER, INC.
Document Number: P05000026694

Please **FILE AND ISSUE A CERTIFIED COPY** of these Articles of Amendment. This firm's check in the amount of **\$43.75** is enclosed. Additionally, upon receipt, please date stamp the copy of this letter provided and call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,



Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF CELLMINDER, INC.**

The undersigned, acting in his capacity as the President of Cellminder, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to Articles of Incorporation, as unanimously approved by the Board of Directors of the Corporation in an action by written consent, pursuant to Florida Statute § 607.0821, effective June 2, 2006 and as approved by the holders of a greater than a majority of the Corporation's capital stock, in an action by written consent, pursuant to Florida Statute § 607.0704, effective June 2, 2006. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Articles of Amendment amend the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on January 4, 2006.

ARTICLE I:

The name of the Corporation is Cellminder, Inc.

ARTICLE II:

The amendment to the Articles of Incorporation effected by these Articles of Amendment is that Section 5.2 A. (1) of Article V of the current Articles of Incorporation is deleted in its entirety and replaced with the following:

"1. Dividends. The holders of the outstanding Series A Preferred shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefore, dividends in cash. No dividends may be paid on the common stock until the holders of the Series A Preferred have received dividends or other distributions in cash or in kind totaling the Liquidation Preference for the shares of Series A Preferred outstanding at the time any such dividend is declared by the Board of Directors on the common stock."

ARTICLE III:

The effective date of these Articles of Amendment shall be upon filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation this 2nd day of June, 2006.

CELLMINDER, INC.

By: _____

Steven B. Schickler, President

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TALLAHASSEE, FLORIDA