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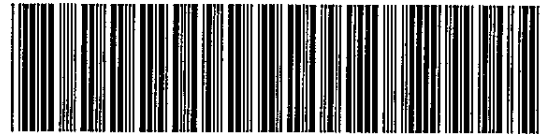
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05 SEP 12 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBUCK, DAVIS, KIRSTE & SAHAB, P.A.

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of Counsel

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(352) 365-0055

September 7, 2005

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: W 3 VENTURES, INC.

Dear Sir or Madam:

Enclosed is Amendment to the Articles of Incorporation and Consent of Shareholders of W 3 Ventures, Inc. changing its name to Wagner 3 Ventures, Inc.

Also enclosed is our firm check in the amount of \$35.00, representing the filing fee for same.

Thank you for your assistance in this matter.

Sincerely,

ROBUCK, DAVIS, KIRSTE & SAHAB, P.A.



M. Meredith Kirste

MMK/tlc
Enclosures

FILED
05 SEP 12 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
W 3 VENTURES, INC.

Pursuant to the provisions of the Florida General Corporation Act, **W 3 VENTURES, INC.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to the Articles of Incorporation of the Corporation:

FIRST

The name of the Corporation is **W 3 VENTURES, INC.**

SECOND

The corporation was formed pursuant to the filing of articles of incorporation in the office of the Secretary of State on the 24th day of June, 2005.

THIRD

ARTICLE I of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I
Name

The name of the corporation is **WAGNER 3 VENTURES, INC.**

FOURTH

In accordance with Florida Statute 607.181(3), all of the shareholders of the Corporation adopted the foregoing amendment to the Articles of Incorporation by means of a written consent dated August 30, 2005.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed in its name by its President/Secretary and the corporate seal to be affixed, this 30th day of August, 2005.

W 3 VENTURES, INC.


By: Kenneth D. Wagner
Kenneth D. Wagner, President

(SEAL)

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared Kenneth D. Wagner who is to me well known to be the person described in and who subscribed the above amendment to the articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the County and State aforesaid this 30 day of August, 2005.



Notary Public
My Comm. Expires:



Merrie M. Kirste
Commission # DD390480
Expires March 20, 2009
Bonded Troy Fain - Insurance, Inc. 800-365-7019

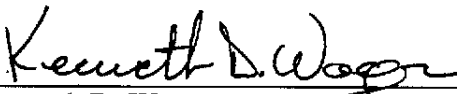
**CONSENT OF SHAREHOLDERS
OF
W 3 VENTURES, INC.**

In accordance with Florida Statute 607.394, the undersigned, being all of the shareholders of the corporation, approves of the following action taken by the corporation, or to be taken by the corporation:

ARTICLE I of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE I
Name

The name of the corporation is WAGNER 3 VENTURES, INC.


Kenneth D. Wagner