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DIVISION OF CORPORATIO
2005 AUG -8 AM 9:01

DEBBIE'S ACCOUNTING SERVICE, INC.
1821 PARENTAL HOME RD. SUITE #7
JACKSONVILLE, FL 32216
(904) 733-4547
(Address)

(City/State/Zip/Phone #)

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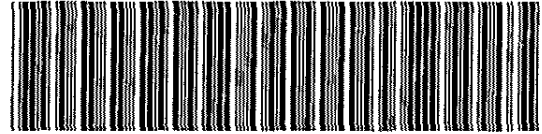
(Business Entity Name)

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Amend.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Beepers N Phones of Atlantic, Inc**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The names and addresses of the initial directors of this corporation are:

Michael Jones 1102 3rd Street South Jacksonville Beach, Florida 32250
(100 % Ownership) President/Vice President/Secretary/Treasurer

Brent Harper 1102 3rd Street South Jacksonville Beach, Florida 32250
(0% Ownership) NOW REMOVED

SECOND: The date of each amendment's adoption: July 25, 2005.

THIRD: Adoption of Amendment(s)

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

Signed this 25th day of July 2005.

I accept the position and understand the responsibilities of President/Vice President/
Secretary/Treasurer 100% Owner

Signature


Michael Jones, President

I accept that I am no longer an officer of or affiliated with this corporation, and have no ownership whatsoever.

Signature

Brent Harper

Before me, the undersigned authority, personally appeared, and produced current Florida Driver's License as identification, as well as personally known to me, Michael Jones President, who, and after being duly sworn, deposes and says that he is the person described as incorporator of these Articles of Incorporation Amendment, and that the information therein contained is true and correct.



Michael Jones, President

Sworn to and subscribed before me this 25th day of July 2005.



FLORIDA NOTARY PUBLIC, STATE OF FLORIDA

Deborah A. Grego
My Commission DD004631
Expires June 25, 2008

Return Address: P. O. Box 16952
Jacksonville, FL 32245-0652