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UPGRADES BY DESIGNS OF FLORIDA, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UPGRADES BY DESIGNS OF FLORIDA, INC.**

The following provisions of the Articles of Incorporation of UPGRADES BY DESIGNS OF FLORIDA, INC., a Florida corporation, filed in Tallahassee on November 16, 2006, be and they hereby are amended in the following particulars:

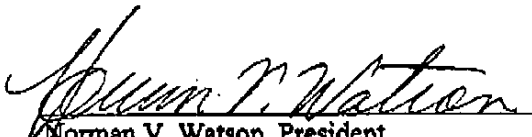
FIRST: Article III of The Articles of Incorporation is hereby amended and restated to change the office and mailing address of the corporation as follows:

ARTICLE III
INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of this corporation shall be 1404 South 3rd Street, Jacksonville Beach, Florida 32250. The mailing address of this corporation shall be: 1404 South 3rd Street, Jacksonville Beach, Florida 32250.

SECOND: The date of the amendment's adoption is December 5, 2006.

THIRD: The amendment was approved by the Members of the Corporation. The number of votes cast for the amendment was sufficient for approval.


Norman V. Watson, President

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