

To: Florida Dept. of State
Subject: 000004.733

From: Ash, Smith

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P07000022021

Florida Department of State
Division of Corporations
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POLE CAT, INC.

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
POLE CAT, INC.

Pole Cat, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on February 19, 2007.

2. Pursuant to Section 607.1006, Florida Statutes, this amendment to the Articles of Incorporation was approved by written consent of holders of more than a majority of the common stock of the Corporation as of July 23, 2007. The number of votes cast by holders of the common stock was sufficient for approval. This amendment was approved by unanimous written consent of the board of directors of the Corporation as of July 23, 2007.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the changes to Article III of the Articles of Incorporation of the Corporation shall read as follows:

Article III.
Capital Stock.

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000,000 shares of common stock with a par value of \$.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for

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the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

IN WITNESS WHEREOF, Pole Cat, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 17 day of August , 2007.

POLE CAT, INC.

By:  President
James A. Moffitt, President

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