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A FLORIDA LIMITED LIABILITY PARTNERSHIP

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October 3, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/06/00--01006--001
*****35.00 *****35.00

Re: Red Bear Clothing, Inc.

To whom it may concern:

Enclosed please find our firm's check in the amount of \$35.00, representing the filing fee for the Articles of Amendment to Articles of Incorporation of Red Bear Clothing, Inc. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please don not hesitate to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

James S. Renaldo
James S. Renaldo

JSR/ljd
Enclosure

FILED
00 OCT -6 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS OCT 10 2000

Rec. 10/5/00

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
RED BEAR CLOTHING, INC.**

FILED
00 OCT -6 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

The following provisions of the Articles of Incorporation of the Corporation are amended in the following particulars:

ARTICLE III is deleted and replaced with the following:

ARTICLE III

The authorized capital stock of the corporation is two-million (2,000,000) shares of common stock with a par value of \$.003 per share. Except as otherwise required by law all rights to vote and all voting power shall be vested exclusively in holders of the Common Stock. Cumulative voting by any shareholder is hereby expressly denied. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the Board of Directors or the stockholders at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV is deleted and replaced with the following:

ARTICLE IV

No shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

These amendments to the Articles of Incorporation have been adopted and ratified as of the 14th day of June 2000, by action of the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 8th day of September, 2000.

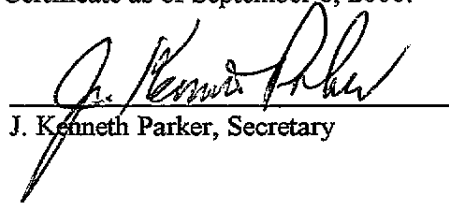


Ronald A. McMurtry, Sr., President

**RED BEAR CLOTHING, INC.
SECRETARY'S CERTIFICATE**

I, J. Kenneth Parker, the duly elected, qualified and acting Secretary of Red Bear Clothing, Inc., a Florida corporation (the "Corporation"), do hereby certify that the Articles of Amendment to Articles of Incorporation of the Corporation were adopted by the shareholders on June 14, 2000, with a sufficient number of votes cast for approval of the amendments.

IN WITNESS WHEREOF, I have executed this Certificate as of September 8, 2000.



J. Kenneth Parker, Secretary