

Ultimate International Products Company



P 9 3000006360

February 22, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State:

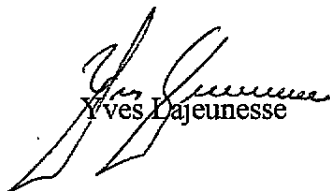
Please find enclosed articles of amendment to the articles of incorporation for the corporation Ultimate International Products Co. Also enclosed is a check for \$35.00 payable to the Department of State.

Please send correspondence to: Yves Lajeunesse
Ultimate International Products Co.
7960 Central Industrial Dr. #125
Riviera Beach, FL 33404
561-694-6886

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If you have any questions, please do not hesitate to call.

Sincerely,


Yves Lajeunesse

7960 Central Industrial Dr.
Suite 125
Riviera Beach
FL 33404

T 561 694 6886
F 561 694 2459

Amend
FEB 27 2001

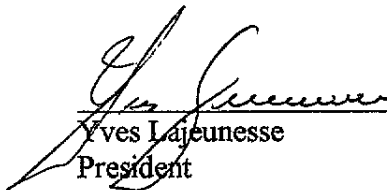
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE ULTIMATE INTERNATIONAL PRODUCTS CO.**

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 adopted: Article III is hereby amended to: "The number of shares of stock that this corporation is authorized to have is 1,000 shares."
- SECOND: The corporation will issue an additional 500 shares to the 500 shares currently issued.
- THIRD: The date of adoption of the amendment is February 23, 2001.
- FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 23rd day of February, 2001


Yves Lajeunesse
President