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Narmer Corp, Inc.

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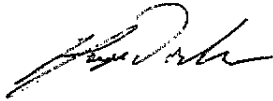
December 14, 1999

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-12/17/99-01058-025
*****43.75 *****43.75

Dear Representative:

Enclosed are articles of amendment as well as the required fee. Also enclosed is a fee for a certificate of status. Thank you for your time and consideration.

Cordially,



Hayes Dickens

FILED
99 DEC 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

VS

1-6-2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NARMER CORP., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Amendment 1. Pursuant to 607.0601(1), said corporation is authorized to issue only one class of shares, common shares. This amendment was duly adopted on December 10, 1999.

Amendment 2. Pursuant to 607.0601(2)(a) a single class of common shares are issued and such shares have unlimited voting rights. This amendment was duly adopted on December 10, 1999.

Amendment 3. Pursuant to 607.0621(1)(2)(3)(4), it is hereby declared that 50% of shares shall be issued to Hayes Dickens as consideration for his services in establishing and managing said corporation. In addition, 50% of said shares are issued to D. Keith Dickens as consideration for past services rendered and future services to benefit said corporation. This amendment was duly adopted on December 10, 1999.

ADOPTION OF AMENDMENTS

The aforementioned amendments were adopted by the principal shareholders and any prior amendments not in accord with the said amendments are void.

Signed this day 10 of month December, 1999.

Signature X [Signature], Hayes Dickens

Signature X [Signature], D. Keith Dickens/President