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Division of Corporations

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BASIC AMENDMENT

ADREM PROFILES, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 3, 2004

ADREM PROFILES, INC.
12910 VICKSBURG DRIVE
TAMPA, FL 33625

SUBJECT: ADREM PROFILES, INC.
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ADREM PROFILES, INC.**

Pursuant to Section 607.1006(1) of the Florida Business Corporation Act, Adrem Profiles, Inc., a Florida corporation (the "Corporation"), hereby files these Articles of Amendment:

1. The name of the Corporation is Adrem Profiles, Inc.
2. Article 1 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"Article 1
Name

The name of the corporation shall be: AdPro Holdings, Inc."

3. The foregoing amendment was adopted on April 3, 2004, by the written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.1003(6) and 607.0704 of the Florida Business Corporation Act.

4. The sole voting group entitled to consent in writing to these amendments is comprised of the holders of common stock, and the number of votes cast for the amendments by the written consent of that voting group was sufficient for approval by it.

IN WITNESS WHEREOF, the undersigned president of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of Adrem Profiles, Inc., on this 30 day of April, 2004.

ADREM PROFILES, INC.,
a Florida corporation

By: 

John L. Holland, Jr., President

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