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BASIC AMENDMENT
DANIEL L. CAREY & ASSOC. INC.

Certificate of Status	0
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Amendment

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2/3/04 DC

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3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DANIEL L. CAREY & ASSOC, INC.

(Article Number)
PA00000178310
(Document Number of Corporation (if known))

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(s) adopted: (indicate article number(s) being amended, added or deleted)

CHANGE OF OFFICERS AND STOCK OWNERSHIP

PRESIDENT/CEO	MICHELLE CAREY	51%
V/P/TREAS	DANIEL CAREY	29%
VP	DANIEL MIQUEIRO	20%

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendments if not contained in the amendments itself, are as follows:

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THIRD: The date of each amendment's adoption: February 2nd, 2004

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):
 - *The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)*
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of JANUARY

Signature: [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer (if adopted by the shareholders))

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DAVID L. CAREY
(Type or printed name)

VICE PRESIDENT
(Title)

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