## 6000024669

June 29, 2001

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

RE: Progressive Communication Technologies, Inc., FEI #59-3384424

100004460241-

Dear Sir/Madame,

This letter is submitted with the enclosed articles of amendment to articles of incorporation form. Article I is being amended to change the name of the corporation to Lifestyles Photography, Inc.

Also enclosed is a check payable to the Department of State in the amount of \$43.75 (\$35.00 filing fee, \$8.75 for a certified copy of amendment).

Thank you in advance for your assistance.

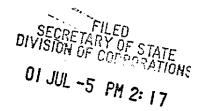
Sincerely,

Judy W. Cornwell 7120 Stafford Rd. Dover, FL 33527

(813) 986-0629

JUL 1 3 2001

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Progressive Communication Technologies, INC.

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)

Article I is being amended to change the name of the corporation to Lifestyles Photography, Inc.

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

•	
THIRD:	The date of each amendment's adoption: <u>Sume</u> 29, 2001.
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
<u>l</u>	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 statement 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 byvulletonian voting group
	voting group
Z	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 29th day of JUML, 2001.
Signatu	(By the Chairman of 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)
	Judy W. Cornwell Typed or printed name
	VICE president/Secretary