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SECRETARY OF STATE OF STATE OF CORPORATIONS

05/04/05--01012--017 **43.75

Amendment 05/12/05 Dc CHUCK MOGBO, P.A.

Certified Public Accountant

Suite 209 2800 W. Oakland Park Blvd. Oakland Park, FL 33311 Tel (954) 739-4669 Tel (954) 739-1966 Fax (954) 739-0889

April 28, 2005

Department of State Amendment Section 409 East Gaines Street Tallahassee, FI 32399

Dear Sirs:

RE: AMENDMENT RE: OPTIMUS PRIME INVESTMENT CORP., & ABUNDANCE LIFESTYLE, INC.

Enclosed is Articles of Amendment for the captioned companies along with two (2) checks in the amount of \$43.75 each for processing. Kindly process request at your earliest convenience. Thank you for your cooperation.

If you need additional information, please call the undersigned.

Sincerely,

CHUCK MOGBO, C. P.A

Encl.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

		•••••		<u></u> .			
			OPTIMUS	PRIME	INVESTMENT	CORP.	
(present name)							

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 VIII

SEE ATTACHED

SECRETARY OF STATE
DIVISION OF CORPORATIONS
OF MAY -4 PH 2:51

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	: T]	02/01/05 he date of each amendment's adoption:				
rouki	н;	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 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 by"				
		voting group				
	M	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 1st day of FEBRUARY , KK 2005						
Signatur	re _	Duie Harte				
		(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)						
		OB				
OR						
		(By an incorporator if adopted by the incorporators)				
		OF THE WARKES				
OLIVE MARKES Typed or printed name						
		DIBECTOR				

Title

ARTICLE OF AMENDMENT

OF

OPTIMUS PRIME INVESTMENT CORP.

The undersigned director(s) for the purpose of amending a corporation under the Florida General Business Corporation Act, hereby adopt(s) the following Articles of Amendment.

ARTICLE VIII DIRECTORS

{ADD}

COLIN MARKES/TREASURER/DIRECTOR P.O. BOX 5401 FORT LAUDERDALE, FL 33310

{DELETE}

OLIVE MARKES/TREASURER/DIRECTOR P.O. BOX 5401 FORT LAUDERDALE, FL 33310

{ADD}

OLIVE MARKES/SECRETARY/DIRECTOR P.O. BOX 5401 FORT LAUDERDALE, FL 33310