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| (Requestor's Name) |
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| (City/State/Zip/Phone #) |
| PICK-UP WAIT MAIL |
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| (Business Entity Name) |
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| (Document Number) |
| Certified Copies Certificates of Status |
| Special Instructions to Filing Officer: |
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CT CORPORATION

March 26, 2003

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re: Order #: 5816215 SO

Customer Reference 1: Gunn Allen

Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Gunn Allen Holdings, Inc. (FL) Amendment Florida

Gunn Allen Holdings, Inc. (FL)
Certified Copy of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

CT CORPORATION

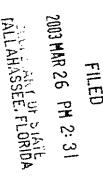
Sincerely,

Brigham Weir Fulfillment Specialist Brigham_Weir@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

GUNN ALLEN HOLDINGS, INC. (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). The Articles of Incorporation are hereby amended as follows:

A. Article IV Section A CAPITAL STOCK of the Corporation's Articles of Incorporation is amended to increase the number of authorized shares of capital stock from 9,500,000 shares to 12,000,000 shares, of which 10,000,000 shares shall be Common Stock, \$.001 par value per share, representing an increase of 2,500,000 shares of Common Stock, and 2,000,000 shares shall remain as shares of preferred stock with such designations as have previously created by prior amendments of the Articles of Incorporation, filed as of the date hereof, as follows:

ARTICLE IV. CAPITAL STOCK

(A) Authorized Capital Stock. The total number of shares of all classes of stock which this Corporation shall have authority to issue is TWELVE MILLION (12,000,000) shares, consisting of TEN MILLION (10,000,000) shares of Common Stock, \$.001 par value per share (hereinafter, the "Common Stock"), and TWO MILLION (2,000,000) shares of Preferred Stock, \$.01 par value per share (hereinafter, the "Preferred Stock").

The 2,600,000 shares of Common Stock issued and outstanding of the Corporation on the date hereof shall be unaffected by this amendment and shall remain issued and outstanding shares, so that immediately following the filing of this Certificate of Amendment, there shall be 2,600,000 shares outstanding.

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:

No exchange, reclassification or cancellation -Not applicable

THIRD: The date of the amendment's adoption was February 26, 2003.

| FOURTH: | Adoption of Amendment(s) (CHECK ONE) |
|-------------------|--|
| ⊠ cast for the an | The amendment(s) was/were approved by the shareholders. The number of votes nendment(s) was/were sufficient for approval. |
| | The amendment(s) was/were approved by the shareholders through voting groups. statement must be separately provided for each voting group entitled to vote the amendment(s): |
| | of votes cast for the amendment(s) was/were sufficient for approval by for approval by |
| shareholder ac | The amendment(s) was/were adopted by the board of directors without etion and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporators without shareholder reholder action was not required. |
| Duly S | signed and executed as of the 26th day of February, 2003. |
| | GUNN ALLEN HOLDINGS, INC. |
| | By: Richard A. Frueh, Chief Executive Officer |
| | By: Bradley A. Fay, Secretary |