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LAW OFFICES

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July 21, 1998

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/24/98--01071--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00


Re: TROPHY PROMOTIONS, INC.

Dear Sirs:

Enclosed please find an original and one copy of Trophy Promotions, Inc. Articles of Amendment to Articles of Incorporation. Also enclosed please find this firm's check in the amount of \$35.00 which represents the filing fees for this matter.

Please file the Articles of Amendment and return one copy to me in the self-addressed, stamped envelope provided herewith.

Sincerely yours,



Laurie K. Davis  
Legal Assistant

/lkd  
Enclosures

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98 JUL 24 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A.C.  
7-27-98  
cc

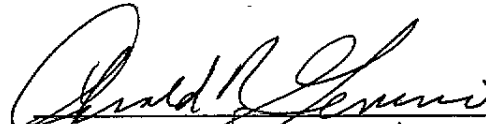
ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
TROPHY PROMOTIONS, INC.

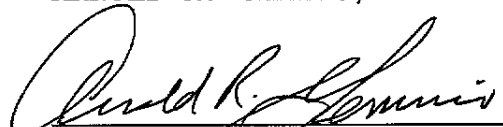
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of Trophy Promotions, Inc. was amended by the Corporation by its Board of Directors on June 25, 1998. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Fla. Stat. 607.1003:

1. The name of the corporation is Trophy Promotions, Inc.
2. Article I of the Articles of Incorporation of Trophy Promotions, Inc. was amended as follows: The name of the corporation is TRADEPOWER INTERNATIONAL, INC.
3. The foregoing amendment to Articles of Incorporation was duly adopted by the Board of Directors on June 25, 1998 and recommended by the Board of Directors to the shareholder and was approved by the shareholders of the Corporation on June 25, 1998.

IN WITNESS WHEREOF, the undersigned sole director and sole shareholder of this Corporation has executed these Articles of Amendment on June 25, 1998.

  
ARNOLD R. GEMINO, Director

  
ARNOLD R. GEMINO, Shareholder

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments and administer oaths, personally

appeared ARNOLD R. GEMINO personally known to me to be the person described therein or who has produced his N/A as identification and executed the foregoing instrument and he acknowledged before me that he executed the same and did [ ] did not [ ] take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of June, 1998.

*Laurie K. Davis*

Print name

Notary Public

My Commission Expires:



Laurie K. Davis  
Commission # CC 743539  
Expires May 17, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.