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TALLAHASSEE, FLORIDA

Amend.

THE LAW OFFICE OF
RONALD N. VANCE, P.C.
Attorney at Law
AMERICAN PLAZA II
57 WEST 200 SOUTH
SUITE 310
SALT LAKE CITY, UTAH 84101

TELEPHONE (801) 359-9300
FAX (801) 359-9310
RVANCE@QWEST.NET

ALSO ADMITTED IN CALIFORNIA

October 8, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment

To whom it may concern: _____

Enclosed please find the Articles of Amendment to the Articles of Incorporation for Southwestern Medical Solutions, Inc. increasing the number of shares authorized, in duplicate.

Please file and send a certified copy to this office at the address above by the enclosed Federal Express envelope. Check number 1125 payable to Florida Department of State, in the amount of \$43.75, has been enclosed for the filing and certified copy fees.

Sincerely,


Ronald N. Vance

Encl.
cc: John Hedges, President

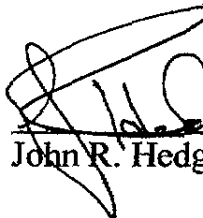
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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
SOUTHWESTERN MEDICAL SOLUTIONS, INC.**

Southwestern Medical Solutions, Inc., a Florida corporation, by and through the undersigned, constituting the President and Secretary of such entity, hereby amends the Articles of Incorporation of said corporation as follows:

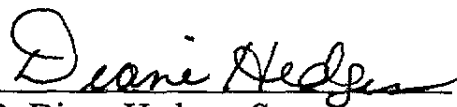
1. The name of the corporation is Southwestern Medical Solutions, Inc.
2. Article IV of the Articles of Incorporation is amended to read as follows: "The capital stock of this corporation shall consist of 500,000,000 shares of common stock, \$.001 par value."
3. The foregoing amendment does not provide for an exchange, reclassification, or cancellation of issued shares of the corporation.
4. The foregoing amendment was adopted by the Board of Directors and by a majority vote of the shareholders on September 30, 2004.
5. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: September 30, 2004



John R. Hedges, President

Attest:



D. Diane Hedges, Secretary