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BASIC AMENDMENT

BLUE DOLPHIN SECURITY, INC.

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Amend 04
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLUE DOLPHIN SECURITY, 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:


The Articles of Incorporation are amended as follows:

Effective today, December 7, 2004, Matthew Dunford has resigned his position as Vice-President of Blue Dolphin Security, Inc.

Stanford Curtis Crouch of 5231 Calle de Costa Rica, Sarasota, Florida, 34243, has been appointed as Vice President.

This Amendment was adopted by a vote of the shareholders on June 21, 2004 and received votes sufficient for its approval.

Dated: December 7, 2004


Daniel L. Prewett, Director

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