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OFFICES OF

Jeffrey Paine P.A.

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October 31, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF AMENDMENT
K-DUST, INC.

Dear Sir or Madam:

In connection with the above corporations, enclosed please find an original and two copies of Articles of Amendment to the Articles of Incorporation, along with our check in the amount of \$35.00.

Please provide the undersigned with a date stamped copy of the filed Amendment.

Should you have any questions, please do not hesitate to contact the undersigned. Thank you.

Very truly yours,

Cheryl A. Mathews

Cheryl A. Mathews
Legal Assistant

Enclosures

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-11/06/97--01071--002

*****35.00 *****35.00

VS NOV 13 1997

Amend

BOCA OFFICE

1200 FEDERAL HIGHWAY • SUITE 200 • BOCA RATON, FLORIDA 33432 • (561)368-2040

FILED
97 NOV -6 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
K-DUST, INC.

FILED
97 NOV -6 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation.

1. The name of the Corporation is: K-DUST, INC.

2. The following amendment of the Articles of Incorporation was adopted by the Incorporator on October 16, 1997, in the manner prescribed by the Florida General Corporation Act.

A. Article FIFTH is hereby amended to read as follows:

ARTICLE V - DIRECTORS

The directors of the corporation shall be:

Kelley Earle - President

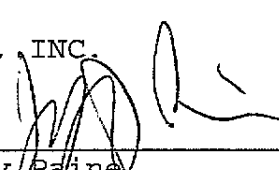
Kelly Deggeller - Vice President

Greg Deggeller - Secretary

3. The incorporator duly makes this Amendment and states that no stock has been issued at this time.

Dated this 31st day of October, 1997.

K-DUST, INC.



Jeffrey Paine
Incorporator