

P98000028396

April 6, 2000

900004484429--9

07/18/01 01053-010
*****35.00 *****35.00

To Whom It May Concern:

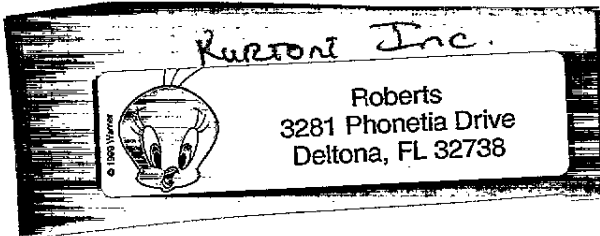
If there are any questions concerning the filing this amendment

to these Articles of Incorporation, please feel free to contact

Mr. David Strong at 904-761-7855.

The signature below authorizes you to act upon his direction in this matter.


KURT ROBERTS - President



FILED
01 JUL 18 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS JUL 19 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

KURTONI INC.

FILED
01 JUL 18 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

FIRST: Amendment adopted: Article XII being amended to read as follows.

ARTICLE XII = OFFICERS

The officers will be as follows:

President : KURT ROBERTS
3281 PHONETIA DRIVE DELTONA FL 32738

Vice President : TONI ROBERTS
3281 PHONETIA DRIVE DELTONA FL 32738

Secretary : TONI ROBERTS
3281 PHONETIA DRIVE DELTONA FL 32738

Treasurer : KURT ROBERTS
3281 PHONETIA DRIVE DELTONA FL 32738

The above amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. A copy of voting results is attached.

Signed June 29, 2001

Signature


KURT ROBERTS - President

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS OF

KURTONI INC.

The special meeting of shareholders of the corporation was held at:

3281 PHONETIA DRIVE DELTONA FL 32738

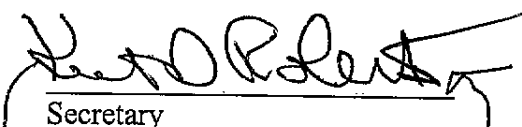
On June 6th 2001 the following shareholders were present, KURT D ROBERTS and TONI L ROBERTS being a majority of the shareholders and a quorum. KURT D ROBERTS was elected Chairman of the meeting, and TONI L ROBERTS was elected Secretary of the meeting. The Chairman stated the meeting was called for the purpose of assigning the positions of Vice President and Secretary to Toni Roberts, and the position of Treasurer to Kurt Roberts.

A vote was taken which showed 100 % shares in favor.

0 % shares opposed.

The chairman thereupon declared that the motion or action described had been duly approved.

There being no further business, upon motion, the meeting adjourned.


Secretary


Chairman