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Account Name : EMPIRE CORPORATE KIT COMPANY
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BASIC AMENDMENT

OPUNTIA MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment

12/16/99 DC

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To: Department of State,
Jim Smith, Secretary of State
Tallahassee, Florida 32304

ARTICLES OF AMENDMENT**TO THE ARTICLES OF INCORPORATION OF****OPUNTIA MANAGEMENT GROUP, INC, a Florida Corporation.**

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Opuntia Management Group, Inc.
2. The following amendments of the articles of incorporation were adopted by the shareholders and Directors of the Corporation on November 5, 1998, in the manner prescribed by the Florida General Corporation Act.
3. Article III shall be amended as follows:
"the authorized capital stock of the corporation shall consist of one thousand (1,000) shares of common stock with a par value of 0.01 (one cent)" per share"
shall be amended and replaced with:
"the authorized capital stock of the corporation shall consist of five million (5,000,000) shares, with no par value".
4. The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.
5. The designation and number of outstanding shares of each class entitled to vote thereon as a class were 1000 shares of common stock, with voting power.
6. The number of shares voted for such amendment was 1000 shares of common stock, with voting power; and the number of shares voted against such amendment was 0.

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7. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected, is as follows: The corporation shall be authorized to accept and cancel the existing shares and reissue and distribute shares of stock up to five million (5,000,000), with no par value. The shares shall be distributed to existing shareholders in proportion to their existing shareholding of existing shareholders, and the Corporation shall retain 1,131,000.

8. The Amendment is made by the incorporator and Director prior to issuance of any shares.

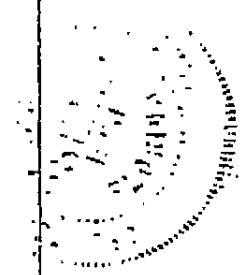
Dated November 5, 1998

OPUNTIA MANAGEMENT GROUP, INC

By:



MICHAEL D. TOWNER
PRESIDENT and INCORPORATOR



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