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LAW OFFICES
DAVID A. CHENKIN, ESQ., P.A.

October 30, 1998

FILED
99 JAN 11 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 Gaines St.
Tallahassee, Florida 32399
Attn: Filing Section

RE: Imperial Consulting Services, Inc. (the "Company")

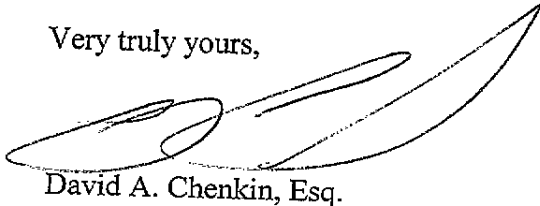
Dear Sir/Madam:

Enclosed herein for filing you will find Articles of Amendment of Imperial Consulting Services, Inc. and a check for \$35.00 in payment of the filing fee for same. Also, enclosed you will find a copy of the original Articles of Amendment which we would request be date stamped and returned to us in the enclosed self-addressed stamped envelope.

Finally, please provide us with an acknowledgement of the filing.

Should you have any questions, please contact us.

Very truly yours,



David A. Chenkin, Esq.

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DAC/apb

Amend

VS JAN 15 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

IMPERIAL CONSULTING SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation, specifically, Article III which is amended as follows:


ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is 1,000,000 shares, par value \$.001.

The date of adoption of this amendment is the 28 day of Dec., 1998.

This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 28 day of Dec., 1998.


SANDEE BIRDSONG, President

This Amendment to the Articles of Incorporation of IMPERIAL CONSULTING SERVICES, INC. was approved by the shareholders and the number of votes cast for the Amendment was sufficient for approval.