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July 6, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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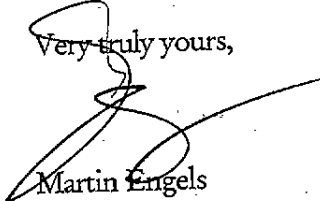
Re: Earnout, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation for the above corporation and my check in the amount of \$35.00 as the filing fee. Please return proof of filing to the undersigned as soon as possible.

Thank you for your cooperation.

Very truly yours,


Martin Engels

cc: Leonard Boord

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FILED
98 JUL 13 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Charge
LFS 7-16-98

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
EARNOUT, INC.**

FILED
98 JUL 13 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Martin Engels, being the sole incorporator and director of Earnout, Inc., a Florida corporation, hereby adopts the following amendment to Article I of the Corporation's Articles of Incorporation this 6th day of July, 1998. This amendment is made without shareholder action because such action was not required. Effective upon filing of this Amendment with the Secretary of State, Article I shall thereafter read as follows:

ARTICLE I

The name of the corporation shall be:

CENTAURUS, INC.

IN WITNESS WHEREOF, the undersigned hereby executes this Amendment to Articles of Incorporation of EARNOUT, INC. this 6th day of July, 1998.

EARNOUT, INC.

By: 

Martin Engels, sole director and incorporator