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April 16, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-04/20/01--01103--003
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Re: Articles of Second Amendment for Mind Control, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Second Amendment to Articles of Incorporation of Mind Control, Inc. for filing on behalf of said Corporation, our firm's $43.75 check and a return, stamped envelope.

Please file the original Articles of Second Amendment and return to me the enclosed copy of the Articles of Amendment duly certified under the seal of your office.

If there are questions or problems regarding this filing, please call me collect that we might forthwith forward to you the information necessary to correct any deficiency. Since time is of the essence, we appreciate your prompt attention to this matter.

Thank you for your assistance.

Sincerely,

SKELTON, WILLIS, BENNETT & WALLACE, LLP

Robert H. Willis, Jr.

RHWJR/le
Enclosures

cc: Mrs. Sharon S. MaHarry

FILED
01 APR 20 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

820MindControl

Amend

T BROWN APR 27 2001

FILED
01 APR 20 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Second Amendment to
Articles of Incorporation

of

<u>MIND CONTROL, INC.</u>

WHEREAS, the Articles of Incorporation were filed with the Secretary of State on September 11, 1998 (the "**Articles**"), and a Florida corporation document number 98000081004 was issued in the name of Mind Control Corporation, a Florida corporation (the "**Corporation**");

WHEREAS, on or about January 19, 2001, the Shareholders and Board of Directors of the Corporation considered it to be in the best interest of the Corporation and themselves to change the name of the Corporation to Mind Control, Inc., and Articles of Amendment to Articles of Incorporation were filed with the Secretary of State on March 12, 2001, whereby the name of the Corporation was changed from Mind Control Corporation to Mind Control, Inc.

WHEREAS, pursuant to Section 5.01 of the Articles, the Board of Directors of the Corporation shall consist of one member;

WHEREAS, on or about April 9, 2001, the Shareholders of the Corporation determined that it to be in the best interest of the Corporation and themselves if the Board of Directors of this Corporation consists of two members at this time and, thereafter, of a number which the shareholders of the Corporation shall determine from time to time; provided always, however, that said Shareholders shall never increase or decrease the number of Directors to less than one (1) or more than three (3);

WHEREAS, the Board of Directors and Shareholders of record of the Corporation unanimously approved the decision to change the number of directors of the Corporation and otherwise to so amend said Section 5.01 of the Articles;

WHEREAS, pursuant to Article 7 of the Articles, the Corporation reserves the right to amend, alter or repeal any provision contained in the Articles;

NOW THEREFORE, PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, BE IT RESOLVED AS FOLLOWS:

1. Effective upon filing of these Articles of Second Amendment with the Secretary of State, State of Florida, Section 5.01 of said Articles of Incorporation of the Corporation shall be amended by the substitution of the following language:

> "5.01 **Number of Directors**. This Corporation shall have two (2) directors, and the number of directors may be increased or diminished as from time to time may be determined by the shareholders hereof, but in no event shall the number of directors of this Corporation ever be fewer than one (1) nor more than three (3)."

2. The foregoing amendment was adopted unanimously by the Shareholders and Directors of the Corporation as of the 9th day of April, 2001.

3. In all other respects, Articles of Incorporation of the Corporation shall remain as they were prior to this amendment being adopted.

IN WITNESS WHEREOF, the undersigned, as sole Director and duly authorized President of this Corporation, has executed these Articles of Amendment as of this 12th day of April, 2001.

MIND CONTROL, INC.

By: Sharon S. MaHarry

Sharon S. MaHarry
as Sole Director and President

STATE OF FLORIDA :

COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 12TH day of April, 2001, by Sharon S. MaHarry, as sole director and duly authorized president of Mind Control, Inc., a Florida corporation, who is personally known to me, ~~or who produced~~ __________ ~~as identification~~.

Rebecca Jo Derry

Notary Public (Sign Name)
State of Florida
REBECCA JO DERRY
Notary Public (Print Name)
My Commission Expires: 11-23-2004

819 Mind Control Sec Amend

REBECCA JO DERRY
MY COMMISSION # CC 981446
EXPIRES: November 23, 2004
Bonded Thru Notary Public Underwriters