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BASIC AMENDMENT

SHELTON CORPORATION

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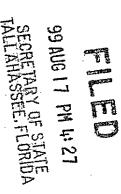
12:J3 5661/11/80 ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

. SHELTON CORPORATION



 ARTICLE V, of the Articles of Incorporation of SHELTON CORPORATION, is amended to read as follows:

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of One One-Thousandths of One Dollar (\$0.001) par value common stock. This stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

2. The foregoing amendment was adopted by the shareholders of this Corporation on July 15, 1999. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed these Articles of Amendment on this // day of // 1999.

Donna Shelton Secretary

Carol S. Aymar, President

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M. LANNING FOX FL BAR NO. 197051 1100 S FEDERAL HICHWAY STUART, FL 34994 (561) 287-4444

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