

P99000024606

Hoff Design Concepts, Inc.
220 6th Ave. North
#6
St. Petersburg, FL 33701
Phone #: (727)895-8061

July 31, 2000

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*****35.00 *****35.00

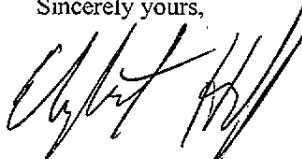
RI.: Document number P99000024606

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

I am hereby requesting that the number of shares of stock that this corporation is allowed to have outstanding at any one time be increased from 2,000 to 12,000,000. Also, enclosed please find a check made out to Department of State for the amount of \$35.

Sincerely yours,



Elizabeth Hoff

Enclosures (3)

Amend.

V. SHEPARD SEP 13 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 AM 11:22

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HOFF DESIGN CONCEPTS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III SHARES (DELETED)

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 2,000

ARTICLE III SHARES (ADDED)

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 12,000,000

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

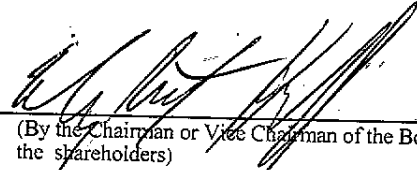
THIRD: The date of each amendment's adoption: 7/29/2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of JULY, 2000.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

Elizabeth Hoff
Typed or printed name

President
Title