P99000065821

(Re	equestor's Name)	
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06/29/04--01041--008 **43.75

Amend



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



ASPIRE FINANCE CORPORATION

(present name)

P99000065821

(Document Number of Corporation (If known)

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 OF STOCK HAS BEEN ASSIGNED AS FOLLOWS:

ANDRE RATTRAY 40 SANDRA RATTRAY 40 BEVERLY RATTRAY 20

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:

ARTICLE V

BEVERLY RATTRAY HAS BEEN APPOINTED TREASURER

THIRD: T	he date of each amendment's adoption: JUNE 24, 2004		
	Adoption of Amendment(s) (CHECK ONE)		
Ø	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	amendment(s) was/were approved by the shareholders through voting groups. following statement must be separately provided for each voting group entitled to vote trately 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 24 day of JUNE 2004.		
Signature_	ANY - PRESIDENT		
	(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)		
	ANDRE RATTRAY		
	(Typed or printed name)		
	INCORPORATOR		
	(Title)		