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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 DEC 28 AM 8: 28

COUPONATION, INC.

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

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

- (1) 1,000,000 shares of common stock @ \$.001 par value
- (2) 100,000 shares of preferred stock @ \$.001 par value

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:

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THIRD:	The date of each amendment's adoption: ADOPTED ON 12/15/00.							
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 vo separately on the amendment(s):							
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"							
Agring Broth								
Þ	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 a shareholder action was not required.							
	Signed this 18th day of DECEMBER, 2000.							
	$// \Omega$							
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)							
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CHAIRMAN, PRESIDENT & CEO								
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