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CLEARWATER, FL 33763

MAILING ADDRESS
POST OFFICE BOX 15933
CLEARWATER, FL 33766-5933

September 1, 1999

Please note new P.O. Box

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-09/03/99-01079-012
*****43.75 *****43.75

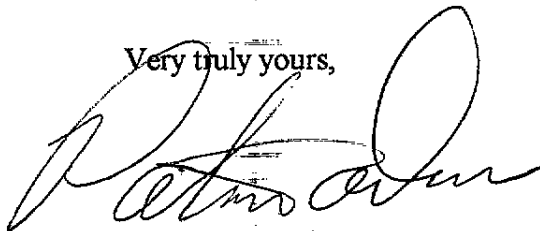
Re: Articles of Amendment
CTRL ALT, INC.

Dear Sir/Madam:

Enclosed please find Articles of Amendment for CTRL ALT, INC. Please file the Articles of Amendment and forward a certified copy of the Articles of Amendment to my office at your earliest convenience. I have enclosed a check in the amount of \$43.75 to cover the cost of the certified copy.

If you have any questions or need further information, please do not hesitate to contact my office.

Very truly yours,



Patrick A. Davis

PAD/clb
Enclosures

FILED
99 SEP -3 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
HFS 9-10-99

ARTICLES OF AMENDMENT

OF

CTRL ALT, INC.

FILED

99 SEP -3 AM 7:44

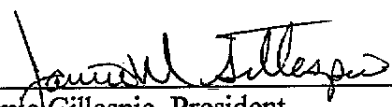
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of CTRL ALT, INC., a Florida corporation, filed in Tallahassee, Florida, on August 13, 1999, be and are hereby amended in the following particulars:

Article III, be and it hereby is amended to read as follows: "The number of share of stock that this corporation is authorized to have outstanding at any one time is Fifteen Million shares having a par value of (\$0.00) per share.

2. The foregoing amendments were adopted by the Stockholders and Directors of the Corporation on the 20th day of August, 1999.


IN WITNESS WHEREOF, the undersigned President of this Corporation have executed these Articles of Amendment this 20th day of August, 1999.


Jamie Gillespie, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared Jamie Gillespie, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purpose therein stated and who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of August, 1999.


Notary Public for Florida
My commission expires:



Catherine L. Barnes
MY COMMISSION # CC791820 EXPIRES
March 2, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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MY COMMISSION # CC791820 EXPIRES
March 2, 2003
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