

Division of Corporations

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From:

Kim Novak
 Account Name : BARNETT, BOLT, KIRKWOOD & LONG
 Account Number : 072731001155
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BASIC AMENDMENT

RUNRIGHT, INC.

Certificate of Status	0
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**AMENDMENT TO
ARTICLES OF INCORPORATION OF
RUNRIGHT, INC.**

Pursuant to Section 607.1006(1) of the Florida Statutes, the Articles of Incorporation of RunRight, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is RunRight, Inc.
2. Article IV of the Articles of Incorporation of RunRight, Inc., is hereby amended to read as follows:

**"ARTICLE IV
Capital Stock**

The Corporation is authorized to issue an aggregate of 150,000,000 shares of capital stock, 100,000,000 shares of which are designated Common Stock, par value one-tenth of one cent (\$.001) per share, and 50,000,000 shares of which are designated Preferred Stock, par value one-tenth of one cent (\$.001) per share. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the preferences, limitations and relative rights granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series."

3. The foregoing amendment was adopted on February 25th, 2000, by an action by written consent of the holders of all of the outstanding voting capital stock of this Corporation as authorized by Sections 607.1003(6) and 607.0704 of the Florida Statutes.

4. The sole voting group entitled to vote on this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by such voting group was sufficient for approval by that voting group.

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IN WITNESS WHEREOF, the undersigned president of this Corporation has executed this
Amendment to the Articles of Incorporation of RunRight, Inc. as of this 25th day of February, 2000.



STEVEN A. UITERWYK, President

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