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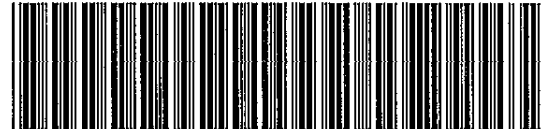
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Amend.

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V SHEPARD JUN 16 2003

Saguaro Holdings Corporation

5710 LBJ Freway

Suite 215

Dallas, TX 75240

Office: 972-490-8625

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[www.saguarocorp.com](http://www.saguarocorp.com)

June 12, 2003

Secretary of State of Florida  
Division of Corporation  
Attention: Velma Shepard  
409 E. Gaines St.  
Tallahassee, FL 32399  
Office: 850-245-6050

Re: Certificate of Designation

Dear Velma:

Per our conversation on the phone this afternoon I spoke with you regarding the amendment pursuant to the rule 607.0602 in the Florida General Corporation Act. I am including in this package a \$35.00 check and a \$8.75 check for the certified copy of the Certificate of Designation. I have also included a return FedEx package with our account number included so that you may expedite this package. Thank you for your assistance in this matter. Have a great day.

Sincerely,

Chasity Kempf  
Office Manager

ARTICLES OF AMENDMENT  
CERTIFICATE OF DETERMINATION  
OF PREFERENCES OF  
PREFERRED SHARES DESIGNATED  
"SERIES A CONVERTIBLE PREFERRED STOCK"  
OF  
SAGUARO HOLDINGS CORP.  
A FLORIDA CORPORATION

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The undersigned, Joshua Lankford, President and Director and Jason Freeman, Secretary and Director, hereby certify that:

- (i) They are the duly elected and acting President and Secretary, respectively, of Saguaro Holdings Corporation, a Florida corporation (the "Company").
- (ii) Pursuant to authority given by the Company's Articles of Incorporation, the Board of Directors has duly adopted the following recitals and resolutions the 5th day of May, 2002.
- (iii) Saguaro Holdings Corporation (the "Company") is filing pursuant to amendment rule 607.0602 in the Florida General Corporation Act.

WHEREAS, the Articles of Incorporation of the Company provide for a class of shares known as Series A Convertible Preferred Stock, \$.001 par value per share, issuable from time to time; and

WHEREAS, the Board of Directors of this Company is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued preferred stock, to fix the number of shares constituting any such class, and to determine the designations, or any of them; and

WHEREAS, this Company has not heretofore issued shares of preferred stock of any series or class, and the Board of Directors of the Company desires, pursuant to its authority as aforesaid, to determine and fix the rights, preferences, privileges and restrictions relating to separate classes of said preferred stock to be respectively designated "Series A Convertible Preferred Stock" totaling 1,000,000 shares (the "Series A Preferred Stock").


NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby fixes and determines the designation of the number of shares constituting, and the rights, preferences, privileges and restrictions relating to , the Series A Preferred Stock as follows:

1. Designation and Number of Shares. The Series A Preferred Stock shall be designated "Series A Convertible Preferred Stock" of a par value of \$.001 each, and the number of shares constituting the Series A Preferred Stock shall be 1,000,000 shares.
2. Dividend Rights. Saguaro Holdings Corporation will issue 1,000,000 shares of SGUJ Class A Preferred Stock, which has a par value of \$.001. The SGUJ (or the "Company") Class A Preferred Stock will pay a quarterly dividend. The shares of the SGUJ Class A Preferred Stock shall (a) at the option of the preferred shareholders be converted into thirty percent (30%) common stock of the then outstanding common shares of SGUJ of the Company or a share for a share basis on August 31, 2006 or (b) after the return of the preferred shareholders original investment (payout) shall automatically at the option of the Company be converted into ten percent (10%) of the then outstanding common shares of SGUJ on a share for share basis.

FURTHER RESOLVED, that the President or any Vice President, and the Secretary, the Chief Financial Officer, the Treasurer or any Assistant Secretary or Assistant Treasurer of this Company are each authorized to execute, verify and file a certificate of determination of preferences in accordance with Florida law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Determination as of June 12th, 2003.

By:   
Joshua Lankford – President & Director

By:   
Jason Freeman – Secretary & Director