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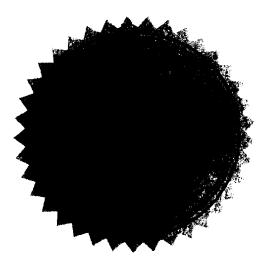
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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of ____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 1 9 (93)

Ins

Secretary of State

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CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALL SYSTEMS GO, INC.

ENDORSED - FILED in the office of the Secretary of State of the State of California

JAN 0 6 1999

BILL JONES, Secretary of State

Renee Courington and David Beaver hereby certify that:

FIRST: They are the President and Secretary, respectively, of All Systems Go, Inc., a California corporation.

SECOND: Article FIRST of the Articles of Incorporation of this corporation is amended to read as follows:

"FIRST: The name of this corporation is All Bases Covered, Inc."

THIRD: The foregoing amendment has been duly adopted by the Board of Directors of this corporation.

FOURTH: The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of this corporation entitled to vote on the amendment was 10,000,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of the corporation's Common Stock.

The undersigned declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Dated: December 24, 1998

RECORDED: 03/18/1999

Renee Courington

President

David Beaver,

Secretary

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