FILED #C13314-99

JAN 17 2003

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE BAUER PARTNERSHIP, INC.

The Bauer Partnership, Inc. pursuant to the provisions of Section 78.390 of the Nevada Revised Statutes, adopts these Articles of Amendment.

The following amendment to the Articles of Incorporation was adopted by [illegible] of the Board of Directors pursuant to Section 78.315 of the Nevada Revised Statutes.

Article I.
Name

The name of the corporation is Harbour Front Holdings, Inc.

The number of shares of the corporation outstanding at the time of the adoption of the foregoing was 81,783,894 and the number of shares entitled to vote thereon was the same. The number of shares consenting to the action was 42,015,067. The shareholders consenting to the action represent a majority of the issued and outstanding shares

Effective this 17th day of January 2003.

Ronald J. Bauer, Chief Executive Officer and Secretary

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