

STATE OF ALABAMA

COUNTY OF SHELBY

**UNIQUE INDUSTRIES, INC.
STATEMENT OF
CANCELLATION OF REACQUIRED SHARES**

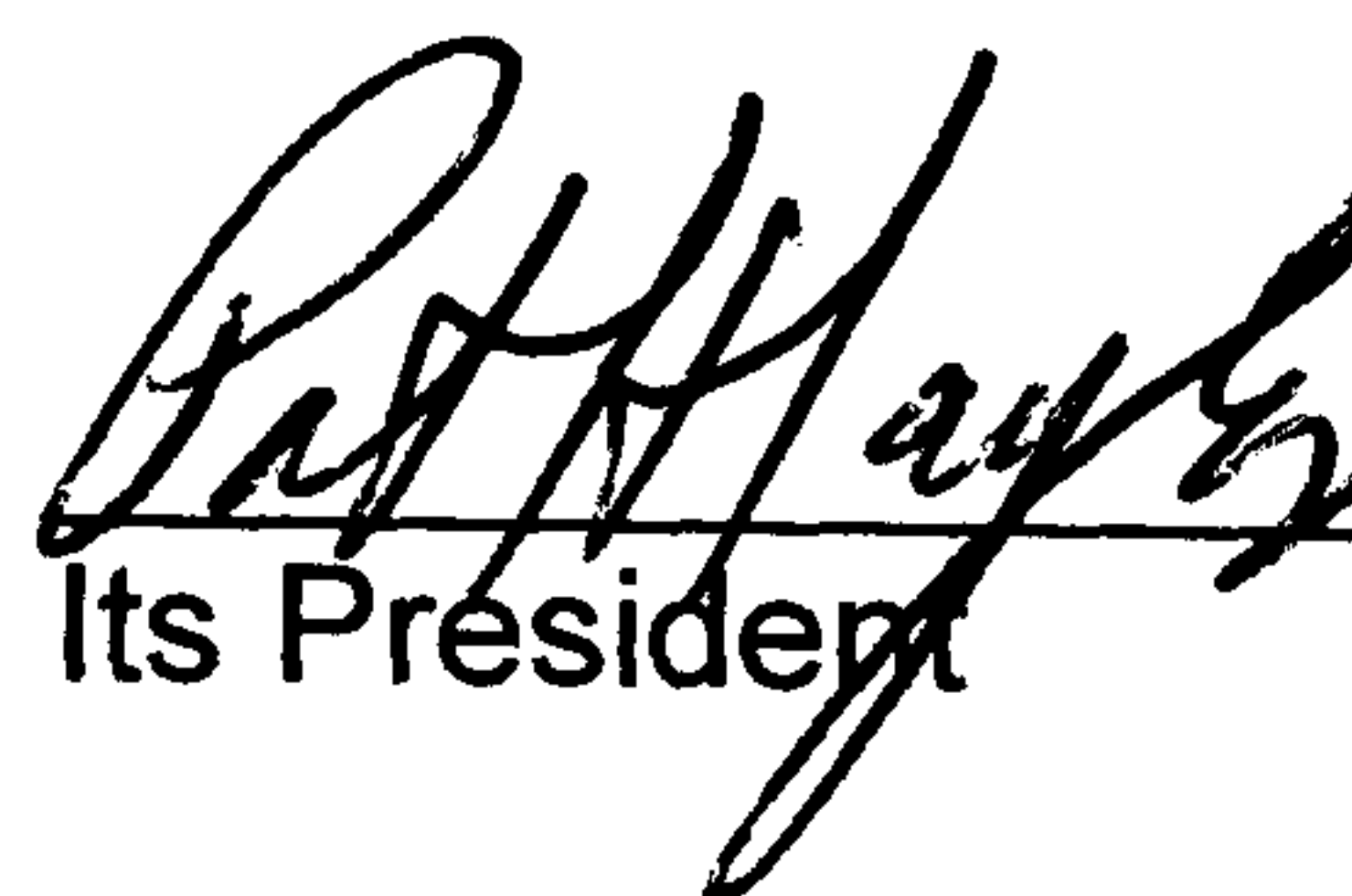
Unique Industries, Inc., an Alabama corporation domiciled in Shelby County, Alabama (the "Company"), pursuant to a resolution of its Board of Directors and the provisions of Alabama Code Section 10-2B-6.32, hereby files this Statement of Cancellation of Reacquired Shares, as follows:

1. The name of the corporation is Unique Industries, Inc.
2. The number of reacquired shares cancelled by resolution duly adopted by the Board of Directors on December 29, 2004, is One Million. Such reacquired shares all constitute common capital stock of the Company.
3. The aggregate number of issued shares, all constituting common capital stock, after giving effect to the cancellation, is Four Million.
4. The shares so cancelled shall constitute authorized but unissued shares of common capital stock of the Company.

This Statement of Cancellation of Reacquired Shares is executed by the Company as of the 29th day of December, 2004.

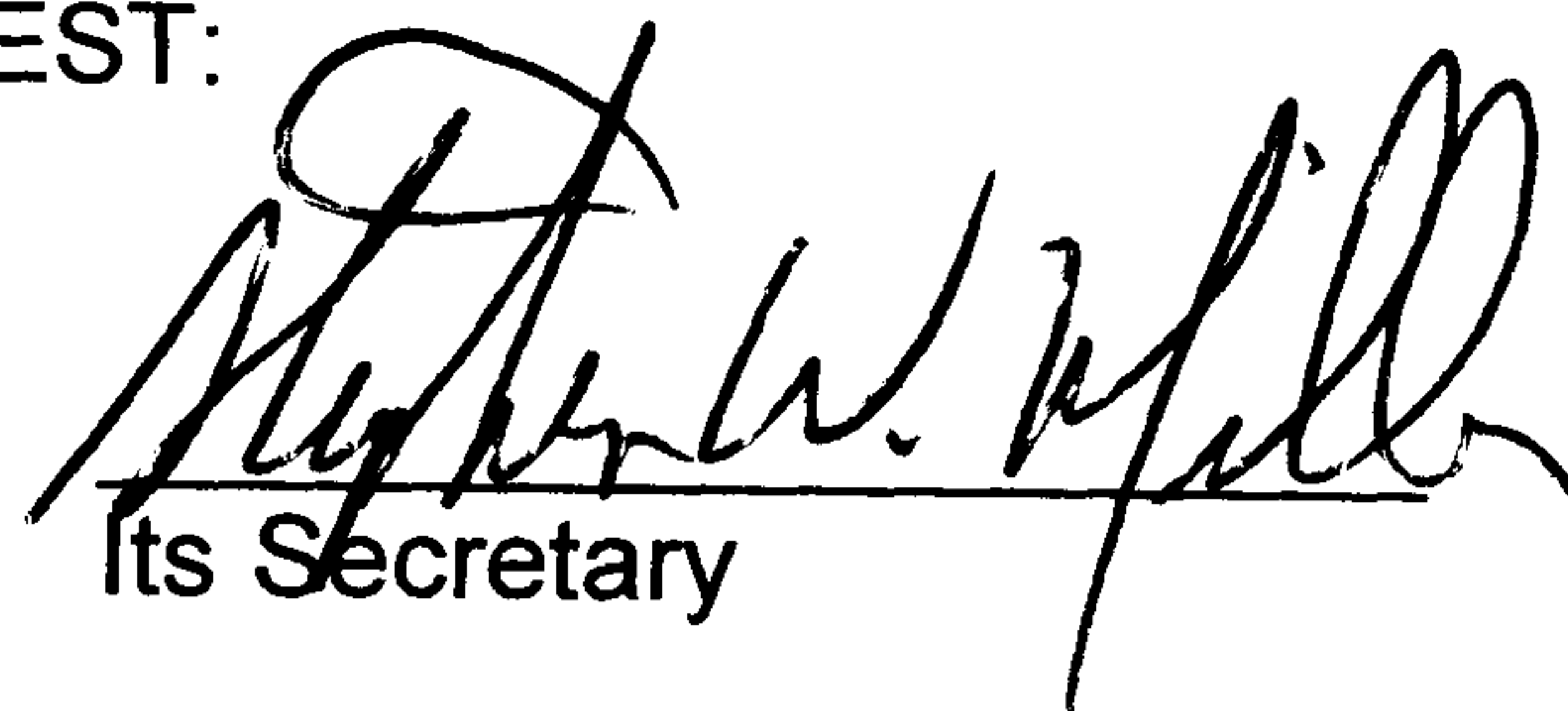
UNIQUE INDUSTRIES, INC.

By:


Its President

ATTEST:

By:


Its Secretary