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DIVISION OF CORPORATIONS
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8/27/02

Enclosed you will find the Articles Of Amendment to The Articles
Of Corporation for Miles Holding Group, Inc. William H. Miles, 8115 Jose
Circle W., 32217, (904)739-1162.

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-08/29/02--01029--014
*****35.00 *****35.00

Amend.

V SHEPARD SEP. 4 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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Miles Holding Group, Inc.

(present name)

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(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article III Capital Stock

The maximum number of Shares of Stock which this corporation is authorized to have outstanding at any one time is: one thousand.

Article VIII Directors

The name and address of the Board of Directors of this corporation:

President William H. Miles
8115 Jose Circle West
Jacksonville, Florida 32217

Vice-President Tammy Elaine Wilson-Farlow
2805 Ilene Drive
Jacksonville, Floirda 32216

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

William H. Miles 500 Shares of Stock
Tammy Elaine Wilson-Farlow 500 Shares of Stock

THIRD: The date of each amendment's adoption: August 26, 2002


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of August, 2002

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

William H. Miles
(Typed or printed name)

President
(Title)