

P98000032922

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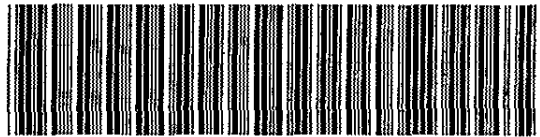
(Business Entity Name)

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TALLAHASSEE FL 09154

P98000032922

G. Ouellette JAN 07 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TFG Capital, Inc. - Articles of Amendment

DOCUMENT NUMBER: P98000032922

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Goldstein
(Name of Person)

TFG Capital, Inc.
(Name of Firm/ Company)

1600 W Commercial Blvd
(Address)

Ft. Lauderdale, FL 33309
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Michael Goldstein at (954) 493 6565 x340
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
(Additional Copy
is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TFG CAPITAL, INC.

FILED
03 DEC 30 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1006 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION:

1. ARTICLE FOUR OF THE ARTICLES OF INCORPORATION AS PREVIOUSLY AMENDED ARE HEREBY READOPTED IN THEIR ENTIRETY AND FURTHER AMENDED AS FOLLOWS:

Capitalization. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 10,000,000 | \$0.01 | Common |
| 1,000,000 | \$100 | Preferred |

The preferred stock authorized herein is non-voting stock and will pay a cumulative dividend to be determined by resolution of the Board of Directors.


The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

This amendment was approved and adopted by unanimous vote of the Board of Directors on this 23rd day of December 2003.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 28 day of December, 2003.

TFG CAPITAL, INC.

By


Philip E. Morgaman, Chairman & CEO

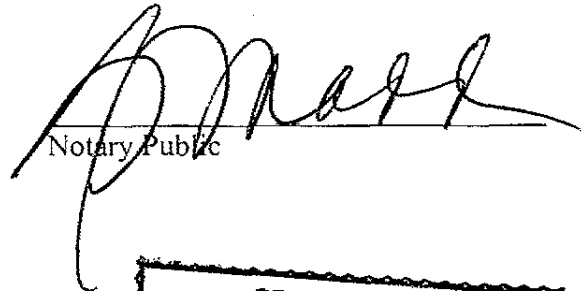
STATE OF FLORIDA

COUNTY OF BROWARD

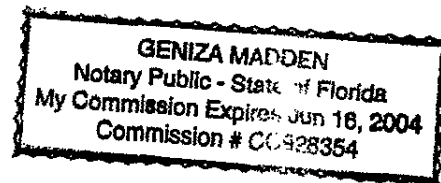
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, that the foregoing instrument was acknowledged before me by Philip E. Morgaman, who is personally known or has produced _____ as identification.

WITNESS my hand and seal in the County and State last aforesaid this 23 day of

January, 2003


Notary Public

My Commission Expires:



Prepared by: Matthew T. Jones, Esq.
1600 W. Commercial Blvd.
Ft. Lauderdale, FL 33309
(954)493-6565
Fla. Bar No. 0768294