

165169

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May 24, 2000

FILED
00 MAY 31 AM 8:15
STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA
FORT LAUDERDALE OFFICE
1600 S.E. 17TH STREET
SUITE 404
FORT LAUDERDALE, FLORIDA 33304
(954) 767-0215
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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32304

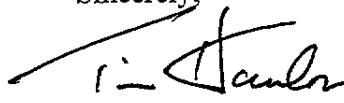
Re: The Mark Group, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$35.00 to cover the filing fee.

If you have any questions, please call me.

Sincerely,



M. Timothy Hanlon

Amend
6-9-00
MTH

MTH/cmc
Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE MARK GROUP, INC.**

FILED
00 MAY 31 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001 and 607.1003, Florida Statutes

The Mark Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, hereby certifies as follows:

FIRST: Pursuant to Section 607.0820, Florida Statutes, the Board of Directors of the Corporation adopted the following resolutions and amendments to the Articles of Incorporation at a meeting held on September 13, 1999, which resolutions and amendments remain in full force and effect as of the date hereof. Furthermore, the Board of Directors recommended adoption of such resolutions and amendments to the Shareholders of the Corporation.

SECOND: Pursuant to Section 607.0702, Florida Statutes, such resolutions and amendments to the Articles of Incorporation of the Corporation were approved by the shareholders of the Corporation at a special meeting held for such purpose on September 13, 1999:

RESOLVED, that the first paragraph of Article III of Articles of Incorporation of the Corporation is hereby amended to read in full as follows:

1. The authorized number and par value of the shares of common stock of the Corporation are hereby revised from "Six Million (6,000,000) par value \$0.01 per share," to "Thirty-Six Million (36,000,000) par value \$0.00166 per share," so the first paragraph of Article III of the Articles of Incorporation of the Corporation is hereby amended to read in full as follows:

Article III

The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is Thirty-Six Million Three Hundred Thirty-Eight Thousand Six Hundred Forty-Eight (36,338,648), of which Thirty-Six Million (36,000,000) shares shall be shares of Common Stock, par value \$0.00166 per share,

and Three Hundred Thirty-Eight Thousand Six Hundred Forty-Eight (338,648) shall be shares of Preferred Stock, par value \$1.00 per share.

2. Each share of common stock, par value \$0.01 per share, of the Corporation is hereby converted into six shares of common stock, par value of \$0.00166 per share, of the Corporation.

3. On the effective date of this Amendment, each certificate representing shares of common stock, par value \$0.01, of the Corporation (the "Pre-Stock Split Certificates") shall represent the number of shares of common stock, par value \$0.00166 per share, of the Corporation as stated on each such certificate, and each holder of record of the issued shares of common stock of the Corporation shall be entitled to receive an additional certificate or certificates representing shares of common stock, par value \$0.00166 per share, of the Corporation, which together with the Pre-Stock Split Certificates will represent the total number of shares of common stock, par value \$0.00166, of the Corporation to which each shareholder is entitled as a result of the six-for-one stock split.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf and attested on the 10th day of May, 2000, by duly authorized officers of the Corporation.

THE MARK GROUP, INC.

By: Michael W. Tiernan

Michael W. Tiernan

Title: President

Attest:

By: Neal W. Knight, Jr.
Neal W. Knight, Jr.

Title: Secretary