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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Advised re
T. Lewis 7/2/03

LAW OFFICES
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June 19, 2003

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ***Club Marketing & Sales, Inc.***

Dear Sir/Madam:

Enclosed please find two original Articles of Amendment to Articles of Incorporation for the above-named corporation. I have indicated the order of filing these amendments on each document. A check made payable to the Florida Secretary of State for \$70.00 is also enclosed representing your filing fees. Please return to the undersigned a certified copy of both Articles of Amendment.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Yamile C. Paz
Legal Assistant

YCP:
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)

ARTICLES OF AMENDMENT
OF ^{AND}
CLUB MARKETING ^{AND} SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Fla. Stat. § 607.1006 Club Marketing & Sales, Inc. (the "Corporation") adopts the following Articles of Amendment:

First: The Articles of Incorporation are amended as follows:

ARTICLE I
Name

The name of the Corporation shall be Statewide Holding Group, Inc.

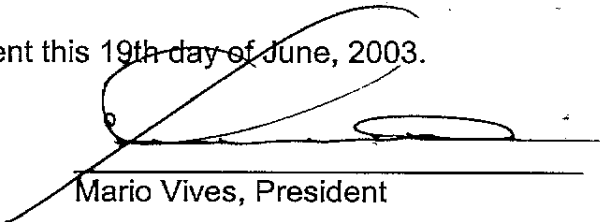
ARTICLE II
Nature of Business

The Corporation will be authorized to transact any business authorized by law.

Second: These amendments were adopted by the requisite number of shareholders entitled to vote.

Third: These amendments are effective as of June 19, 2003.

The undersigned, as President of Club Marketing ^{and} Sales, Inc., is authorized to execute these Articles of Amendment this 19th day of June, 2003.


Mario Vives, President