

F03000005435

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

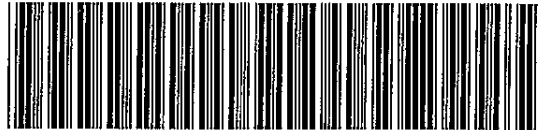
(Business Entity Name)

(Document Number)

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06/09/05--01018--020 \*\*35.00

FILED  
05 JUL 13 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 7/13/05  
ML



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 14, 2005

MYRON G FINLEY  
FINLEY, FLETCHER & PILCH, LLP  
1221 ROGERS ST, SUITE B  
CLEARWATER, FL 33756

SUBJECT: MARCUS GROUP ENTERPRISES, INC.  
Ref. Number: F03000005435

We have received your document for MARCUS GROUP ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Document Specialist

Letter Number: 105A00040799

RECEIVED  
05 JUN 29 AM 8:00  
DIVISION OF CORPORATIONS

**FINLEY, FLETCHER & PILCH, LLP**

*Attorneys at Law*

**Myron G. Finley,**  
licensed in California &  
New York

**Robert E. Fletcher,**  
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Texas

**John D. Pilch,**  
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**New York office:**  
19 Vestry Street  
First Floor  
New York, NY 10013  
(212) 633-2373  
Fax: (212) 633-9865

June 24, 2005

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Marcus Group Enterprises, Inc.

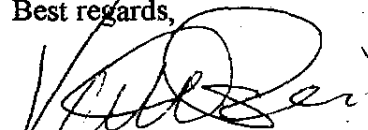
To Whom It May Concern:

Enclosed is the Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida for the captioned corporation. Originally this form was filed incorrectly (the Amendment to the Virginia Articles was not included). I have enclosed the documentation from Virginia, along with your letter dated June 14, 2005.

Please file the Amendment and return the documentation to my attention. The filing fee of \$35.00 is on account with your division.

If I can be of further assistance or you have any questions, please don't hesitate to contact me.

Best regards,



Kathleen A. Rossi  
Myron G. Finley's Secretary

Enclosures

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
(1-3 MUST BE COMPLETED)

F03000005435  
(Document number of corporation (if known))

**FILED**  
05 JUL 13 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Marcus Group Enterprises, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Virginia (Incorporated under laws of)
3. October 27, 2003 (Date authorized to do business in Florida)

**SECTION II**  
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 6, 2005

5. MGE: Management Experts, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

MGE, Inc.  
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Luis Colón

(Typed or printed name of person signing)

5-28-05

(Date)

President

(Title of person signing)

CLINTON MILLER  
CHAIRMAN

MARK C. CHRISTIE  
COMMISSIONER

THEODORE V. MORRISON, JR.  
COMMISSIONER

# COMMONWEALTH OF VIRGINIA



JOEL H. PECK  
CLERK OF THE COMMISSION  
P.O. BOX 1197  
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION  
Office of the Clerk

June 6, 2005

LUIS A COLON  
3975 UNIVERSITY DR SUITE 200  
FAIRFAX, VA 22030

RE: MGE: Management Experts, Inc.  
(formerly MARCUS GROUP ENTERPRISES, INC.)  
ID: 0483906 - 4  
DCN: 05-06-01-0039

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing the following with this office:  
articles of amendment to change the corporate name

The effective date of the certificate of amendment is June 6, 2005.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

AMENACPT  
CIS0436

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, JUNE 6, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of

MGE: Management Experts, Inc. (formerly MARCUS GROUP  
ENTERPRISES, INC. )

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it  
is ORDERED that this

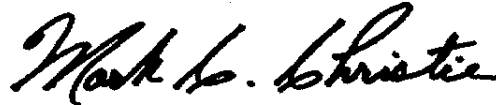
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective June 6, 2005.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner