

1/11/2006 11:19:19 AM

Hodge, Valerie R.

Page 2

Division of Corporations

Page 1 of 1

F05000002684

Florida Department of State
Division of Corporations
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CREATIVE MARKETING ALTERNATIVES, INC.

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Page 1

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Page 1 of 1



FOLEY & LARDNER LLP
ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE
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JACKSONVILLE, FL 32202-5017
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| Amendments FL Department of State | 1.850.245.6939 | 1.850.205.0380 |

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| From: | Valerie R. Hodge |
| Email Address: | VHodge@foley.com |
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| Date: | 1/11/2006 |
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MESSAGE:

Please see attached.

CONFIDENTIALITY NOTICE: THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. THIS MESSAGE MAY BE AN ATTORNEY-CLIENT COMMUNICATION, AND AS SUCH IS PRIVILEGED AND CONFIDENTIAL. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR ANY AGENT RESPONSIBLE FOR DELIVERING IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT YOU HAVE RECEIVED THIS DOCUMENT IN ERROR, AND THAT ANY REVIEW, DISSEMINATION, DISTRIBUTION OR COPYING OF THIS MESSAGE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US BY MAIL. THANK YOU.

FOLEY & LARDNER LLP

Fax Audit No.
H06000008698 3

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)

F05000002684

(Document number of corporation (if known))

1. CREATIVE MARKETING ALTERNATIVES, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Island of Nevis

(Incorporated under laws of)

3. May 4, 2005

(Date authorized to do business in Florida)

06 JAN 11 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE 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? January 4, 2006

5. PRIVATE CAPITAL VENTURES, 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)

N/A

(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.

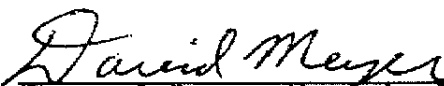
N/A

(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)

David Meyer

(Typed or printed name of person signing)

President

(Title of person signing)

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H06000008698 3

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H06000008698 3

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

ENDORSEMENT CERTIFICATE

**IN ACCORDANCE WITH THE PROVISIONS OF SECTION 4 (6) OF THE NEVIS
BUSINESS CORPORATION ORDINANCE 1984, AS AMENDED**

**I CERTIFY that I have endorsed "FILED" upon the Original Document
evidencing the change of Name**

of *CREATIVE MARKETING ALTERNATIVES, INC.*

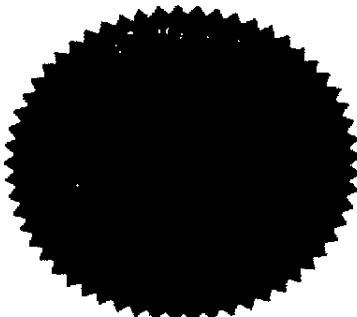
TO *PRIVATE CAPITAL VENTURES, INC.*

On *04th January, 2006*

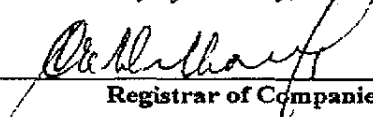
**being the date of a receipt evidencing payment of all appropriate fees, and the
said instrument shall be effective on**

04th January, 2006

**I FURTHER CERTIFY that an exact signed and acknowledged Duplicate of
said Document evidencing the change of name has been filed in this office**



**Given under my Hand & Seal at Charlestown
This *04th day of January, 2006***


Registrar of Companies

NMCHGIMQ

No. C 25432
Fax Audit No.
H06000008698 3

Fax Audit No.
H06000008698 3

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
CREATIVE MARKETING ALTERNATIVES, INC.
PURSUANT TO THE NEVIS BUSINESS
CORPORATION ORDINANCE 1984

We, the undersigned, (the Managing Director or President or Vice President and Secretary or Assistant Secretary) (all of the Directors) of

CREATIVE MARKETING ALTERNATIVES, INC.

A corporation established pursuant to the laws of the Island of Nevis, for the purpose of amending the Articles of Incorporation of said corporation, do hereby certify:

1. The Corporation was formed under the name ALLEADS, INC. and at the present time, the name of the corporation is CREATIVE MARKETING ALTERNATIVES INC. pursuant to Articles of Amendment to the Articles of Incorporation filed with the Registrar of Companies on the 15th day of April, 2005.
2. The Articles of Incorporation were filed with the Registrar of Companies on the 3rd day of June, 2004. The Articles of Amendment to the Articles of Incorporation were filed with the Registrar of Companies as set forth in item 1 above.
3. Section 1 of the Articles of Incorporation is hereby amended to read as follows:

"The name of the corporation shall be **PRIVATE CAPITAL VENTURES, INC.**"
4. This amendment of the Articles of Incorporation was authorized by written consent of all shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 7 day of December, 2005.

David Meyer
David Meyer, President and Sole Director

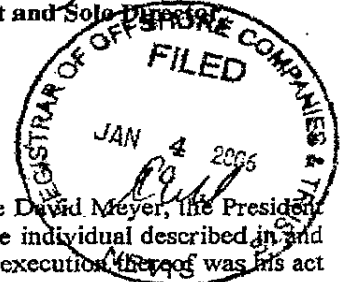
STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

On this 7 day of December, 2005, before me personally came David Meyer, the President and sole Director of Creative Marketing Alternatives, Inc., known to me to be the individual described in and who executed the foregoing instrument and he duly acknowledged to me that the execution thereof was his act and deed on behalf of the corporation.



Shelly Swetnam
My Commission DD211550
Expires May 12, 2007

Shelly Swetnam
Notary Public



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H06000008698 3

**ISLAND OF NEVIS
OFFICE OF THE REGISTRAR OF COMPANIES**

CERTIFICATE OF GOOD STANDING

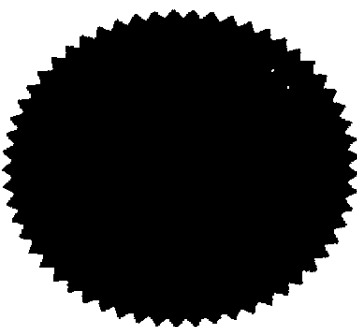
I HEREBY CERTIFY that

PRIVATE CAPITAL VENTURES, INC.

**Was duly incorporated and existence commenced under the provisions of the Nevis
Business Corporation Ordinance 1984, as amended, on**

3rd June, 2004


**I FURTHER CERTIFY that according to the records of this office the said corporation is
in Good Standing and has a legal corporate existence as of the date below shown.**



NO. C 25432

CGIIMQ

**Given under my Hand & Seal at Charlestown
This 04th day of January, 2006**


Registrar of Companies

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