

Division of Corporations

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**K16430**Florida Department of State  
Division of Corporations  
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## Electronic Filing Cover Sheet

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DIVISION OF CORPORATIONS  
2003 AUG 22 PM 3:40RECEIVED  
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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

LIFE PETROLEUM, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$35.00 |

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Amended & Restated  
w/Name Change

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TAG GROUP, INC.  
(formerly known as Life Petroleum, Inc.)**

FILED OF STATES  
SECRETARY OF CORPORATIONS  
2003 AUG 22 PM 3:40

The undersigned, for purposes of amending and restating the Articles of Incorporation of Life Petroleum, Inc., a Florida corporation to be known as The TAG Group, Inc. (the "Corporation"), under the Florida Business Corporation Act (the "Act"), hereby states as follows:

1. The Corporation's name is currently Life Petroleum, Inc.; however, as part of these Amended and Restated Articles of Incorporation, the Corporation hereby changes its name to The TAG Group, Inc.
2. The attached Amended and Restated Articles of Incorporation include amendments requiring approval of the shareholders of the Corporation.
3. The amendments to the Articles of Incorporation were adopted by the holders of a majority of the voting securities of the Corporation by a written consent dated July 23, 2003, pursuant to Section 607.0704 of the Act. The number of votes cast for the amendments was sufficient for approval.
4. The Amended and Restated Articles of Incorporation so adopted read in full as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 19<sup>th</sup> day of August, 2003.

  
Doyal Bryant, President

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**EXHIBIT A****AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE TAG GROUP, INC.**

- FIRST:** The name of the Corporation is The TAG Group, Inc. (the "Corporation")
- SECOND:** This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD:** The Corporation is authorized to issue 50,000,000 shares of common stock, par value \$.0001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.
- The preferred stock may be issued from time to time, with such designation, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority in this paragraph given.
- FOURTH:** The street address of the initial registered office of the Corporation is: 2 South Biscayne Boulevard, Suite 3333, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is: James S. Cassel.
- FIFTH:** The Corporation expressly elects not to be governed by Florida Statute 607.108, as amended from time to time, relating to affiliated transactions.
- SIXTH:** The Corporation expressly elects not to be governed by Florida Statute 607.109, as amended from time to time, relating to control share acquisitions.
- SEVENTH:** The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by Florida law, any person made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer or another corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors or the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance

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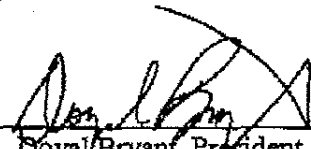
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expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

EIGHTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is: Bradley W. Cassel, 6790 S.W. 76<sup>th</sup> Terrace, Miami, Florida 33143.

NINTH: The name and address of the incorporator of this Corporation is: James S. Cassel, Broad and Cassel, 2 South Biscayne Boulevard, Suite 3333, Miami, Florida 33131.

TENTH: The duration of this Corporation is perpetual.

By:   
Royal Bryant, President

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