

11/22/02 FRI 09:55 FAX 561 842 07 Lighthouse Title

Division of Corporations

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L18003

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : WARD, DAMON & POSNER, P.A.
Account Number : 072262000447
Phone : (561) 842-3000
Fax Number : (561) 842-3626

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV 22 PM 12:25

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02 NOV 22 AM 9:54
DIVISION OF CORPORATIONS

BASIC AMENDMENT

AFFINITY INTERNATIONAL MARKETING, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$52.50

Name Change

11/22/02 11/21/2002

November 22, 2002

AFFINITY INTERNATIONAL MARKETING, INC.
2300 GLADES ROAD., 450-W
BOCA RATON, FL 33431

SUBJECT: AFFINITY INTERNATIONAL MARKETING, INC.
REF: L18003

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H02000229267
Letter Number: 602A00063124

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11/13/02 MON 13:02 FAX 5613930727

LIGHTHOUSE TITLE
INTL DEVELOPMENT GROUP

0003

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AFFINITY INTERNATIONAL MARKETING, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation adopted the following Articles of Amendment to its Articles of Incorporation which were previously filed with the Secretary of State on September 25, 1989.

First: Article I shall be and is hereby amended to read as follows:

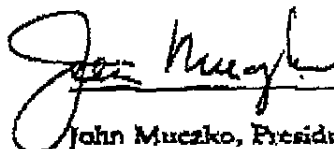
**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

GLOBAL SECURITY & INTELLIGENCE GROUP, INC.

Second: The amendment was adopted by a majority of the Directors and Shareholders of the corporation by written Consent to Action without a meeting on the 18th day of November, 2002. The number of votes required was sufficient for approval.

Dated: 11-18-02, 2002.


John Muczko, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared John Muczko, President to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same. WITNESS my hand and official seal in the County and State last aforesaid this 18 day of November, 2002.

Print:



Virginia Allen
MY COMMISSION # CC043744 EXPIRES
November 20, 2003
BONDED THRU TRISTAR FIDELITY INSURANCE, INC.


Notary Public, State of Florida

My Commission Expires:

Michael J Posner, Esq.
4420 Beacon Circle, Ste 100
West Palm Beach, FL 33407
Bar# 525685
561-842-3000

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11/21/02 15:57 FAX 561.842.3826
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GLOBAL DEVELOPMENT GROUP

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**CONSENT TO ACTION BY THE BOARD OF DIRECTORS AND THE
SHAREHOLDERS OF AFFINITY INTERNATIONAL MARKETING, INC.**

Pursuant to §607.0821 and §607.0704, Florida Statutes, the undersigned, being a majority of the Board of Directors and a majority of the Shareholders of the above Corporation consent and hereby agree to the following actions:

FIRST, that Article I of the Articles of Incorporation shall be amended as follows:

ARTICLE I

NAME

The name of this Corporation is:

GLOBAL SECURITY & INTELLIGENCE GROUP, INC.

The President of the Corporation is authorized and directed to file Articles of Amendment with the Florida Department of State.

For the purposes of facilitating the proving of this Consent, as herein provided and for other purposes, this Consent may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original. Such counterparts together shall constitute but one and the same Consent.

See Schedule of Directors and Shareholders signatures
attached hereto and made a part hereof.

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INTL DEVELOPMENT GROUP

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DIRECTORS:

Kenneth DePhillips

SHAREHOLDERS:

1,710,000

Kenneth DePhillips
Shareholder

Kenneth DePhillips
(Print name of Shareholder)

Paul Thomas
Shareholder

Paul Thomas 200,000
(Print name of Shareholder)

Palm Bay Capital 155,000
Shareholder

Dorothy Stanley VP
(Print name of Shareholder)

First Caribbean Financial
Shareholder

John R. Jones 2,666,324
(Print name of Shareholder)

IN 425,000
Shareholder

Kenneth DePhillips
(Print name of Shareholder)

IN
Shareholder

John M. Vento 100,000
(Print name of Shareholder)

First Venture Capital 229,000
Shareholder

Dorothy Stanley VP
(Print name of Shareholder)

Dawn T. Jones 1,396,429
Shareholder

Mark Schwartz
(Print name of Shareholder)

Eric Collins 1,500,000
Shareholder

Edwin Caplan
(Print name of Shareholder)

Dorothy Stanley
Shareholder

Dorothy Stanley 500,000
(Print name of Shareholder)

9,342,643.

GRAND TOTAL:

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DIRECTORS:

Kenneth DePhillips

SHAREHOLDERS:

1710,000 Kenneth DePhillips
Shareholder

Shareholder

Kenneth DePhillips
(Print name of Shareholder)

John D. Vento 100,000
(Print name of Shareholder)

Shareholder

First Venture Capital 229,000
Shareholder

Raymond J. Jaraman 300,000
(Print name of Shareholder)

Deborah Stanley V.C.
(Print name of Shareholder)

John D. Vento 635,000
Shareholder

Shareholder

Deborah Stanley V.C.
(Print name of Shareholder)

(Print name of Shareholder)

Shareholder

Shareholder

(Print name of Shareholder)

(Print name of Shareholder)

Shareholder

Shareholder

Kenneth DePhillips 425,000
(Print name of Shareholder)

(Print name of Shareholder)

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P. 81
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DIRECTORS:

Kenneth DeFazio

SHAREHOLDERS:

1710 000

Kenneth DeFazio
Shareholder

Kenneth DeFazio
(Print name of Shareholder)

Shareholder

East Town 200,000
(Print name of Shareholder)

John C. Smith 15,000
Shareholder

David R. Stanley VP
(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

Kenneth DeFazio
(Print name of Shareholder)

John C. Smith
Shareholder

John C. Smith 100,000
(Print name of Shareholder)

East Town Capital 275,000
Shareholder

David R. Stanley VP
(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

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INTL DEVELOPMENT GROUP

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See Schedule of shareholders' signatures attached hereto and made a part hereof

John E. Jones 561,842,3626
Shareholder
John E. Jones
(Print name of Shareholder)

Brian L. Thompson, Jr.
Shareholder
Brian L. Thompson, Jr. 36,576
(Print name of Shareholder)

James E. Johnson 11,305,000
Shareholder
James E. Johnson
(Print name of Shareholder)

International Development Corporation
Shareholder
International Development Corporation 3,300,000
(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Page 2 = 15,191,576.
Page 1 = 9,342,643

Total 2 pages = 24,534,219.