

L 18003

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000229273 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV 21 PM 4:27

RECEIVED
02 NOV 21 PM 3:49
DIVISION OF CORPORATIONS

BASIC AMENDMENT

AFFINITY INTERNATIONAL MARKETING, INC.

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

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

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>

Amendment

11/22/02

Corp# H02000229273 6

11/21/2002

DC

**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 IV shall be and is hereby amended to read as follows:

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of stock that the Corporation shall have authority to issue is 420,000,000, consisting of 400,000,000 shares of common stock, par value \$.0001 per share ("Common Stock"), and 20,000,000 shares of preferred stock par value \$.0001 ("Preferred Stock")

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 5 day of November, 2002. The number of votes required was sufficient for approval.

Dated: November 5, 2002.


Kenneth DeFillipo, 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 Kenneth DeFillipo, 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 5 day of November, 2002.

Print: Anthony F. DeFillipo


Notary Public, State of Florida

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV 21 PM 4:27

H02000229273 6

**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 that Article IV of the Articles of Incorporation shall be amended as follows:

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

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of stock that the Corporation shall have authority to issue is 420,000,000, consisting of 400,000,000 shares of common stock, par value \$.0001 per share ("Common Stock"), and 20,000,000 shares of preferred stock, par value \$.0001 ("Preferred Stock")

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.

H02000229273 6

H02000229273 6

DIRECTORS:

Lucretia De Filippo

SHAREHOLDERS:

1,710,000
Lucretia De Filippo
Shareholder

Kenneth De Filippo
(Print name of Shareholder)

Donna De Filippo
Shareholder

Frank De Filippo 250,000
(Print name of Shareholder)

Donna De Filippo
Shareholder 100,000

John De Filippo
(Print name of Shareholder)

Rah De Filippo
Shareholder

Donna De Filippo 635,890
(Print name of Shareholder)

First Venture Capital
Shareholder

Donna De Filippo 229,000
(Print name of Shareholder)

Deborah Stanley
Shareholder

Deborah Stanley 500,000
(Print name of Shareholder)

IN
Shareholder

Kenneth Stanley 425,000
(Print name of Shareholder)

First Capitalist Financial Corp.
Shareholder

John Stanley 2,466,324
(Print name of Shareholder)

Rah Stanley 1,376,429
Shareholder

Mark Stanley
(Print name of Shareholder)

Erin Cohen
Shareholder

Erin Cohen 1,200,000
(Print name of Shareholder)

Grand total: 9,342,643

H02000229273 6

DIRECTORS:

Kenneth McPhillips

SHAREHOLDERS:

1,710,000

Kenneth McPhillips
Shareholder

Kenneth McPhillips
(Print name of Shareholder)

David R. L...
Shareholder

Frank G. L... 250,000
(Print name of Shareholder)

Shareholder 100,000

John M...
(Print name of Shareholder)

Rah S. Capital
Shareholder

D. L... 655,890
(Print name of Shareholder)

First Venture Capital
Shareholder

D. L... 229,000
(Print name of Shareholder)

Shareholder

David R. L... 1,000
(Print name of Shareholder)

Shareholder

Kenneth McPhillips 425,000
(Print name of Shareholder)

Shareholder

John M... 12,484,824
(Print name of Shareholder)

Rah S. Capital 1,376,499
Shareholder

Mark L...
(Print name of Shareholder)

Erin C...
Shareholder

Erin C... 1,500,000
(Print name of Shareholder)

H02000229273 6

11/21/02 15:48 FAX 561 842 3826
11/13/02 WED 13:55 FAX 5013830721
11/13/02 WED 12:14 FAX 3813830721

INTL DEVELOPMENT GROUP
INTL DEVELOPMENT GROUP

007/008
007
P.01
001

H02000229273 6

DIRECTORS:

SHAREHOLDERS:

Shareholder

(Print name of Shareholder)

Shareholder


(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)



Shareholder
John Muzcko
(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

Shareholder

(Print name of Shareholder)

H02000229273 6

H02000229273 6

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

<u><i>John E. Johnson</i></u> Shareholder 640,000 2 shares	<u><i>Janet D. Johnson</i></u> Shareholder 11,305,000
<u>John E. Johnson</u> (Print name of Shareholder)	<u>Janet D. Johnson</u> (Print name of Shareholder)

<u><i>Big State Investments Inc</i></u> Shareholder 36,576	<u><i>International Development Group, Inc.</i></u> Shareholder 3,700,000
<u><i>James P. ...</i></u> (Print name of Shareholder)	<u><i>James A. ...</i></u> (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 1 = T = 15,191,576
PAGE 2 = T = 9,342,643
1+2=T = 24,534,219

H02000229273 6