

STACI H. GENET, P.A.

ATTORNEY AT LAW

1323 Southeast Third Avenue
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L28660

June 25, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/29/98--01053--003
*****35.00 *****35.00

RE: The Mack Group, Inc.
Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the executed Amendment to Articles of Incorporation of The Mack Group, Inc. as well as a check for \$35.00 made payable to the Florida Department of State representing the filing fee for said Amendment.

Once filed, please forward a letter acknowledging that the above-referred to Amendment was filed to the undersigned in the self-addressed stamped envelope enclosed for your convenience.

If you have any questions regarding the above or enclosed, please do not hesitate to contact me.

Sincerely yours,

STACI H. GENET

Encl

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
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6P89-11-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1998

STACI H. GENET, P.A.
1323 SOUTHEAST THIRD AVENUE
FT. LAUDERDALE, FL 33316

SUBJECT: THE MACK GROUP, INC.
Ref. Number: L28660

We have received your document for THE MACK GROUP, 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):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The corporation must maintain a registered agent along with their street address. Therefore, you must add another article to your document to include the change you are making.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 598A00037562

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE MACK GROUP, INC.**

The following Amendment to the Articles of Incorporation of THE MACK GROUP, INC., Florida Professional Association, was submitted and approved at a joint special meeting of the Board of Directors and Stockholders of said corporation held on June 25, 1998 and thereat proposed by the Board of Directors to the Stockholders and duly approved at said meeting:

The Articles of Incorporation of THE MACK GROUP, INC. are hereby amended in the following respect:

1. Delete from said Articles of Incorporation all of Article X and substitute therefore:

**"ARTICLE X
CORPORATE ADDRESS**

The address of the corporation is 1900 N.W. Corporate Boulevard, Suite 110, West Building, Boca Raton, Florida 33431"

2. Delete from said Articles of Incorporation all of Article VI and substitute therefore:

**"ARTICLE VI
BOARD OF DIRECTORS**

The Name and Address of the board of directors shall be:

<u>Name</u>	<u>Address</u>
Jacqueline Mack, Chairman	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Jay Mack	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Paul Mack	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Suzette LeParc	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431"

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TALLAHASSEE, FLORIDA

3. Delete from said Articles of Incorporation all of Article V and substitute therefore:

**"ARTICLE V
OFFICERS**

The officers of this corporation shall be:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jay Mack	CEO Secretary Treasurer	900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Paul Mack	President	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Suzette LeParc	Vice-President	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431
Jacqueline Mack	Chairman	1900 N.W. Corporate Boulevard, Suite 110, West Building Boca Raton, Florida 33431

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TALLAHASSEE, FLORIDA

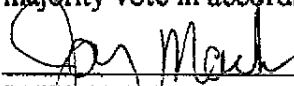
4. Add to the Articles of Incorporation the following:


**"ARTICLE XII
PREEMPTIVE RIGHTS**

The shareholders shall have preemptive rights such that if the corporation issues additional authorized shares or increases the amount of authorized shares, the shareholders shall have a reasonable opportunity to exercise the right to acquire proportional amounts of the corporations unissued shares. This section shall be interpreted in accord with Florida Statute §607.0639 (1997)."

CERTIFICATE OF SHAREHOLDERS' APPROVAL

WE HEREBY CERTIFY that the Minutes of the joint special meeting of the Board of Directors and Stockholders of The Mack Group, Inc. held on 6-25-98, reflect that the above Amendment to the Articles of Incorporation was approved by the Stockholders by a majority vote in accordance with the By-Laws of the Corporation.


JAY MACK, Secretary


JAY MACK, Chief Executive Officer

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Jay Mack, president and, secretary of The Mack Group, Inc., who is personally known to me or who showed me valid Florida's Drivers' Licenses as identification, on 6-25-98, acknowledged the above Amendment to Articles of Incorporation and that they executed the above as Officers of the corporation for the purpose of obtaining an Amendment.

(seal)



Stacy S Tagmeyer
My Commission CC636964
Expires April 08 2001

Stacy Tagmeyer
NOTARY PUBLIC

Printed Name: STACY S. TAGMEYER
My Commission Expires:

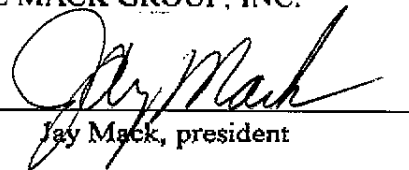
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.

In compliance with Fla. Stat. § 48.091, the following is submitted:

First, that The Mack Group, Inc., pursuant to the laws of the State of Florida, with its principal place of business at 1900 N.W. Corporate Boulevard, Suite 110, West Building, Boca Raton, has named Jay Mack, at the same address as its agent to accept Service of process within Florida.

THE MACK GROUP, INC.

BY:


Jay Mack, president

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


JAY MACK