

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE FLAG GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amendment

01-12-01

01/12/2001

DC

FAX AUDIT NO. H01000005637

ARTICLES OF AMENDMENT
OF
THE FLAG GROUP, INC.,
A FLORIDA CORPORATION

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TALLAHASSEE, FLORIDA

1. The name of the Corporation is THE FLAG GROUP, INC., a Florida corporation (the "Corporation").

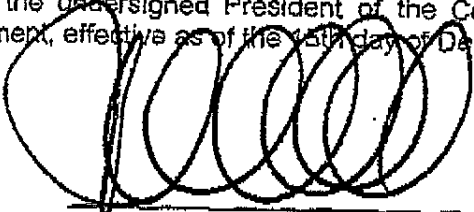
2. The first paragraph of Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The Corporation is authorized to issue 50,000,000 shares of \$.001 par value Common Stock and 10,000,000 shares of \$.001 par value Preferred Stock.

All other paragraphs remain the same.

3. The foregoing amendment was adopted by all of the Directors and the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation eligible to vote by a Written Consent signed by them, effective as of December 15, 2000, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, effective as of the 15th day of December 2000.


JEFFREY DALE WELSH, President

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