

LAYNE VEREBAY, P.A.

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PO0000015527
July 5, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Alliance Talent Group, Inc.

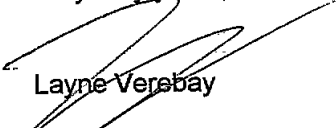
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*****35.00 *****35.00

Dear Sir:

Enclosed please find the articles of amendment to articles of incorporation for the above referenced corporation and my check in the sum of \$35.00. Please amend as stated in the Articles of Amendment.

Please be advised that I do not want a certified copy.

Very truly yours,


Layne Verebay
LV/jc
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 5:07

Amend
N/A 7-20-2000

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALLIANCE TALENT GROUP, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 5:07

Pursuant to the provisions of section 6007.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE II: amended to read that the principal place of business of the corporation shall be: 1926 Hollywood Blvd. Suite 211, Hollywood, FL 33020. The prior address shall be deleted from Article II.

ARTICLE VII: amended to read that the Vice President and Treasurer shall be: Danielle Bienkiewitz, 1926 Hollywood Blvd., Suite 211, Hollywood, FL 33020. Jessica Bick's name shall be deleted from the position of Vice President and Treasurer.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: June 27, 2000.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendments(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of June, 2000.


Jessica Bick, President