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Charles N. Watson
111 N. Orange Ave. Suite 750
Orlando, FL. 32801
(877) 457-5222

May 23, 2001

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To Whom It May Concern:

Enclosed, please find the following documents with regard to Articles Of Amendment to Articles Of Incorporation of SWC Group, Inc;

- 1) Articles Of Amendment To Articles Of Incorporation Of SWC Group, Inc.,
- 2) Official letters of resignation and assignment of stock for Wayne P.Cowan and Charles N. Watson, and
- 3) Filing fees of \$35.00 and \$8.75 for certified copies to be returned to us at 1023 Surge Court Orlando, FL. 32801.

Thank you for your cooperation in this matter.

Sincerely,


Charles N. Watson

*Amended
6-4-01
PWS*

FILED
01 MAY 24 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SWC GROUP, INC.

FILED
01 MAY 24 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Fla. Stat., this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment to Article VII

Wayne P. Cowan resigns his position as director and CEO of SWC Group, Inc. effective May 17, 2001. In doing so, Wayne P. Cowan assigns ownership of all shares in SWC Group, Inc. back to SWC Group, Inc. without receipt of compensation for the shares and therefore no longer has any material or beneficial interest in SWC Group, Inc. (See attached letter from Wayne P. Cowan)

Charles N. Watson resigns his position as director and president of SWC Group, Inc. effective May 17, 2001. In doing so, Charles N. Watson assigns ownership of all shares in SWC Group, Inc. back to SWC Group, Inc. without receipt of compensation for the shares and therefore no longer has any material or beneficial interest in SWC Group, Inc. (See attached letter from Charles N. Watson)

SECOND: The date of the amendment's adoption is May 18, 2001.

THIRD: Adoption of Amendment:

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

Signed this 23 day of May, 2001.

Signature

Charles N. Watson

By an incorporator if adopted by the incorporators

CHARLES N. WATSON

Typed or Printed Name

President

Title