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Edge Research & Consulting, Inc.
18802 Crescent Road, Suite 200
Odessa, FL 33556
813.792.5494
Fax 813.792.2621
www.TheEdge.bz

December 10, 2001

Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

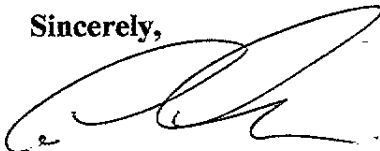
Amendment Section:

Please accept and process the attached Articles of Amendment deals with our corporate name change, effective January 1, 2002.

The contact information for Phoenix Consulting Group, Inc. and Edge Research & Consulting, Inc. is outlined above. If you have any questions, please do not hesitate to call me.

Thank you in advance for your assistance in this matter and best wishes for a safe and enjoyable Holiday Season!

Sincerely,



Les Colegrove

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Phoenix Consulting Group, Inc.

Document Number - P01000031801

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: This amendment is a corporation name change only. The change is from "Phoenix Consulting Group, Inc." to "Edge Research & Consulting Inc."

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: There is no impact regarding shares of the corporation as a result of this amendment.


THIRD: The date of each amendment's adoption: ^{Dec. 10, 2001} (This change is effective January 1) 2001.

FOURTH: Adoption of Amendment(s)

X - ! The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of December, 2001.

Signature


(By an incorporator if adopted by the incorporators)

Les Colegrove
(Typed or printed name)

President
(Title)

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA