

P01000059886

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CMG EXCHANGE CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

AMEND
XRP
11/19

11/13/02 1:41 PM

NOV-19-2002 10:31



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 15, 2002

CMG EXCHANGE CORPORATION
723 S 21 AVE
HOLLYWOOD, FL 33020

SUBJECT: CMG EXCHANGE CORPORATION
REF: P01000059886

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

OUR RECORDS REFLECT THE INITIAL INCORPORATOR BEING WILLIAM F. COLWELL. THE INCORPORATOR WILL ALWAYS BE WILLIAM F. COLWELL. THE INCORPORATOR CANNOT BE AMENDED OR CHANGED. PLEASE CORRECT OR DELETE ARTICLE VII OF THE AMENDMENT.

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) 245-6906.

Darlana Connell
Document Specialist

FAX Aud. #: H02000225503
Letter Number: 902A00062106

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 14, 2002

CMG EXCHANGE CORPORATION
723 S 21 AVE
HOLLYWOOD, FL 33020

SUBJECT: CMG EXCHANGE CORPORATION
REF: PG1000059886

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

THE DATE OF ADOPTION BY THE SHAREHOLDERS, AS STATED ON THE LAST PAGE, PARAGRAPH, MUST BE GIVEN.

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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000225503
Letter Number: 702A00061711

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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402 000225503
AMENDED ARTICLES OF INCORPORATION OF
CMG EXCHANGE CORPORATION

FILED
02 NOV 19 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as president and sole director of CMG Exchange Corporation, upon motion duly made, seconded and carried at the special meeting of the Board of Directors of this corporation held on November 8, 2002 at 12:30 p.m., do hereby execute the following Amended Articles Of Incorporation of CMG Exchange Corporation, pursuant to the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I - NAME

The name of the corporation shall be CMG Exchange Corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailling address is: New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, FL 33301-2276.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - SHARES

The number of shares of stock is: 1,000 shares of no par value stock.

ARTICLE V - OFFICERS/DIRECTORS

The names and addresses of the Officers and Directors of this corporation are as follows:
Normand Martineau: President, Vice President, Secretary/Treasurer, Director: Normand Martineau.

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the registered agent is: Gary J. Rotella, Esquire, Gary

402000225503

J. Rotella & Associates, P.A., New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort
Lauderdale, Florida 33301-2276.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is: William F. Colwell, 723 South 21st Avenue,
Hollywood, Florida 33020.

ARTICLE VIII - DIRECTORS

Directors.

- A. The corporation shall have not less than one (1) nor more than five (5) directors. Vacancies in the Board of Directors occurring at any time for any reason shall only be filled for the unexpired time by the stockholders at a meeting called for that purpose in the manner prescribed by the By-Laws.
- B. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:
1. To adopt or amend By-Laws not inconsistent with any By-Laws that may have been adopted by the stockholders.
 2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the corporation.
 3. When, and as authorized, by affirmative vote given at a meeting or by the written consent of the stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deems expedient.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change, withdraw any provision contained in the Amended Articles Of Incorporation in a manner now or hereafter prescribed by Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

The amendments above were approved by the shareholders and the number of votes cast for the amendments by shareholders was sufficient for approval, held on November 8, 2002.


I, the undersigned, being the President and Director hereinabove named, hereby declare and certify that the facts herein stated are true and accordingly have hereunto set my hand and seal this 8th day of November, 2002.


Normand Martineau

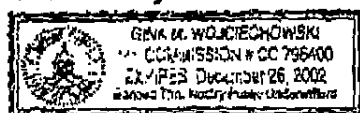
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8th day of November, 2002 by Normand Martineau, who is personally known to me, and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA


Printed Name:

My Commission Expires:



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**CERTIFICATE DESIGNEE IN PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

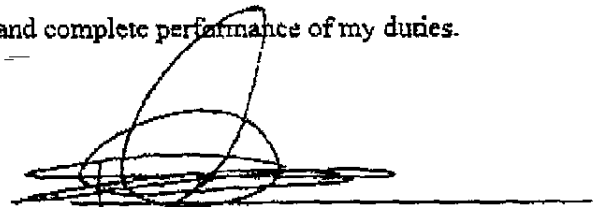
In compliance with Section 48.091, Florida Statutes, the following is submitted: CMG Exchange Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Amended Articles Of Incorporation at New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, FL 33301-2276, has engaged Gary J. Rotella, Esquire, Gary J. Rotella & Associates, P.A., whose address is New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276, as its Registered Agent to accept service of process within this State.

Dated this 8th day of November, 2002.



Normand Martineau

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provision of all Statutes relative to the proper and complete performance of my duties.



Gary J. Rotella, Esquire
Gary J. Rotella & Associates, P.A.

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