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**BASIC AMENDMENT**

**THE ACTION GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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AMEND  
REC  
10/21/04

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE ACTION GROUP, INC.

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These Articles of Amendment, executed the 2 day of October, 2002, by the undersigned, set forth the following:

1. ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

2. The following Amendment to the Articles of Incorporation was adopted, as follows:

ARTICLE IV of the Articles of Incorporation shall be amended in its entirety to read:

"ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ .001	Common Class A-voting
1,000	\$ .001	Common Class B-non-voting

The Common Class B shares are not entitled to vote on any matters submitted to a vote by the shareholders, whereas the Common Class A shares are entitled to vote on all matters submitted to a vote by the shareholders; all other rights and privileges of said shares are identical."

3. The Amendment was approved by all of the shareholders and the directors of the Corporation. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

Prepared by:  
Thomas Ruffin III, Esq.  
Florida Bar No. 442119  
Teschler Gutter Chaves Joseher Rubin Ruffin & Forman, P.A.  
2101 Corporate Blvd., Suite 107  
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Tel: (561) 998-7847

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IN WITNESS WHEREOF, we have executed these Articles of Amendment this 2 day of October 2002.

THE ACTION GROUP, INC.

ATTEST:

By: John McDonnell  
JOHN McDONNELL,  
Secretary

By: Michael Roberts  
MICHAEL ROBERTS, President

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL ROBERTS, known personally to me, or who produced \_\_\_\_\_ as identification, to be the President of THE ACTION GROUP, INC., and to me well known to be the person(s) described in and who executed the foregoing Articles of Amendment freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Broward County, Florida, this 2 day of October, 2002.

Geraldine A. Villavicencio  
NOTARY PUBLIC

Name of Notary Geraldine A. Villavicencio  
Commission No. 60 122527

My Commission Expires:



12/14/2002 10:00 AM

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**ACTION BY**  
**SHAREHOLDERS AND BOARD OF DIRECTORS OF**  
**THE ACTION GROUP, INC.**

This is a written Action of the Shareholders and Board of Directors of the Corporation effective as of October 2, 2002. All of the Shareholders and the members of the Board of Directors join in this Action.

The Shareholders and all of the members of the Board of Directors hereby adopt certain resolutions, as follows:

RESOLVED, that the Corporation enter into all of the transactions contemplated with respect to it by the Articles of Amendment dated 10/2, 2002 amending the maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time to 1,000 Class A, \$.001 par value and 1,000 Class B, \$.001 par value.

The above resolution was adopted by all of the Directors and Shareholders.

These Minutes have been adopted and executed on the 2 day of October, 2002.

Michael Roberts  
 MICHAEL ROBERTS, President/Director

John M. McDonnell  
 JOHN McDONNELL, Vice President/Director

Mark Roberts  
 MARK ROBERTS, Vice President/Director

John M. McDonnell  
 JOHN McDONNELL, Secretary

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