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BY OVERNIGHT MAIL

October 12, 2001

Florida Dept. Of State
Div. of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: The Kenneth Morris Group Holding Corp.

Dear Sir/Madam:

On behalf of the The Kenneth Morris Group Holding Corp., we submit the enclosed Articles of Amendment to the Articles of Incorporation. This amendment seeks to change the name of the company to **THE KMG HOLDINGS CORP.**

We ask that the document be filed, and that a certified copy and certificate of status be forwarded to our attention. We enclose a check for \$52.50 to cover the same.

Your assistance is greatly appreciated.

Sincerely,


Andréa T. Tullo

* Due to recent events in lower Manhattan, the main number to the NY office is now: 212.323.7961.
We apologize for any inconvenience this may cause.

FILED
01 OCT 15 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ac n/c
10/19

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

The Kenneth Morris Group Holding Corp.
(present name)

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: *(indicate article number(s) being amended, added or deleted)*

The name of this corpportate entity is hereby changed to
from THE KENNETH MORRIS GROUP HOLDING CORP.
to THE KMG HOLDINGS CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

All shares of the corporation are to reflect the new name of the entity; such that existing corporate stock will be cancelled and reissued under the new name.

THIRD: The date of each amendment's adoption: October 10, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ 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 approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ 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.

X These amendments were adopted by the sole officer and director, Michael Scabucci, with shareholder approval. Signed this 10 day of October, 2001.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title