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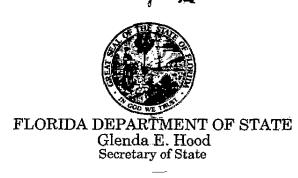
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Amend 5/1/03

FILEU

8ECNETARY OF STATE



April 21, 2003

ARLENE SCHAEMAN 2322 COUNTRY CLUB BLVD. DEERFIELD BEACH, FL 33442

SUBJECT: PRIORITY FUNDING GROUP, INC.

Ref. Number: P01000096752

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Letter Number: 403A00024103

Thelma Lewis
Document Specialist Supervisor

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

03 FILED
03 MAY -1 PM 4: 42 TALLAMASSEE, FLORIDE
ASSEE FLORING

PRIORITY	FUNDING	GROUP	Ivc.
	(present name)		

(Document Number of Corporation (If known)

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)

ARLENE SCHAEMAN RESIGNED

FROM PRIORITY FUNDING GROVE, INC. ON

DECEMBER 18, 2002 AS PRESIDENT AND

AS A. MEMBER OF THE BOARD OF

DIRECTORS.

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:

ARLENE SCHASMAN SOLD 25 SKARSO OF STOCK TO PRIDRITY FUNDING GROUP, INC. ON DECEMBER 18, 2002.

THIRD: T	The date of each amendment's adoption:		
	Adoption of Amendment(s) (CHECK ONE)		
Œ			
	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		
	(ioning Story)		
	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.		
	Signed this 17th day of Open 2003		
Signature	aline Scharmon		
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	O.P.		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	_		
	ARLENC SCHAEMON		
	(Typed or printed name)		
	PREDIDENT =		
	(Title)		