

P020000024954

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Marketing Alliance Group Inc.

400005652154--1

-05/31/02--01003--003

*****43.75 *****43.75

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MAY 30 PM 3:40
TALLAHASSEE, FLORIDA

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02 MAY 30 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

____ Art of Inc. File
____ LTD Partnership File
____ Foreign Corp. File
____ L.C. File
____ Fictitious Name File
____ Trade/Service Mark
____ Merger File
✓ ____ Art. of Amend. File
____ RA Resignation
____ Dissolution / Withdrawal
____ Annual Report / Reinstatement
✓ ____ Cert. Copy
____ Photo Copy
____ Certificate of Good Standing
____ Certificate of Status
____ Certificate of Fictitious Name
____ Corp Record Search
____ Officer Search
____ Fictitious Search
____ Fictitious Owner Search
____ Vehicle Search
____ Driving Record
____ UCC 1 or 3 File
____ UCC 11 Search
____ UCC 11 Retrieval
____ Courier

C. Coullotte MAY 30 2002

Signature

Requested by:

SK 5/30/02 2:50
Name Date Time

Walk-In Will Pick Up

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARKETING ALLIANCE GROUP, INC.

Pursuant to the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: —

1. ARTICLE VI is amended as follows:

ARTICLE VI: BOARD OF DIRECTORS

The names and post office address of the Board of Directors are as follows:

JEFFREY FERGUSON, Director,
11443 Claymont Circle,
Windermere, FL 34786

JOHN LOWE, Director,
11443 Claymont Circle,
Windermere, FL 34786

2. ARTICLE VII is added as follows:

ARTICLE VII: OFFICERS

The names and post office address of the officers of the corporation are as follows:

JEFFREY FERGUSON, President / Secretary,
11443 Claymont Circle,
Windermere, FL 34786

JOHN LOWE, Vice President / Treasurer,
11443 Claymont Circle,
Windermere, FL 34786

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:

Not Applicable

THIRD: The date of each amendment's adoption:

May 6, 2002, for all amendments.

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FOURTH: Adoption of Amendment(s) (check one)

xxx The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was 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 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.

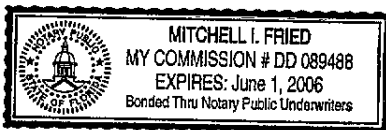
Signed this 6th day of May, 2002.


JEFFREY FERGUSON, president
MARKETING ALLIANCE GROUP, INC.

STATE OF FLORIDA
COUNTY OF Seminole

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JEFFREY FERGUSON, known to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation of MARKETING ALLIANCE GROUP, INC., and he acknowledged before me that he has executed the same for the purpose set forth therein.

SWORN TO AND SUBSCRIBED before me this 6th day of May, 2002.




Notary Public, State of Florida

Prepared by:

Mitchell I. Fried, Esq.
238 N. Westmonte Drive, Suite 200
Altamonte Springs, FL 32714
407-682-1331