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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Phoenix Resource Group, Inc

DOCUMENT NUMBER: P02000099917

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Herbert W. Fluitt, Jr, President CEO

(Name of Contact Person)

The Phoenix Resource Group, Inc

(Firm/ Company)

7501 Ulmerton Road, Unit 2315

(Address)

Largo, Florida 33771

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Herb Fluitt, Jr

(Name of Contact Person)

at (727) 539-7115

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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☐ \$52.50 Filing Fee
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Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

The Phoenix Resource Group, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

FILED
05 JAN -3 PM 1:05
TALLAHASSEE, FLORIDA

P02000099917

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Admendment of Article VII: 1.Chief Executive Officer, President, Chairman of the Board: Herb W. Fluitt Jr

, with 50% ownership of all shares, 7501 ulmerton road, unit 2315 Largo, Fl. 33771. #2. Chief Operating

Officer, Vice President, Vice Chairman of the Board with 50% ownership of all shares; Elizabeth Reed,

101 Savannah Ridge, Sylacauga, Alabama 35150.

3. Appointment of Elizabeth Reed to serve as Secretary/Treasurer of Corporation for Fiscal year 2005

4. Removal of William P Smith, 3958 Glencaim Road, Shaker Heights, Ohio 44122, as a member of the

Board of Directors.

5. Accepted Sherri L. Fluitt's resignation as Secretary/Treasurer of the Corporation.

6. Sherri L Fluitt will remain as Registered Agent of the Phoenix Resource Group, Inc.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: December 4, 2004

Effective date if applicable: December 4, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

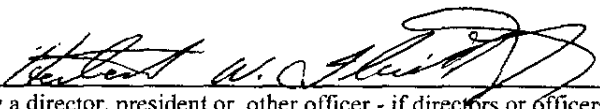
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each 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.

Signed this fourth day of December, 2004.

Signature


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Herbert W. Fluitt, Jr.

(Typed or printed name of person signing)

President, Chief Executive Officer, Chairman of the Board

(Title of person signing)

FILING FEE: \$35

**RESOLUTION:
REMOVE AN OFFICER OR DIRECTOR**

RESOLVED, that WILLIAM P. SMITH is hereby removed from office as
CO-CEO/Managing Dir. of this Corporation, effective herewith, and

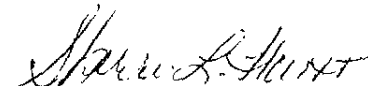
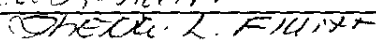
RESOLVED FURTHER, that the Secretary of this Corporation is hereby directed to give
notice of such removal to the said WILLIAM P. SMITH .

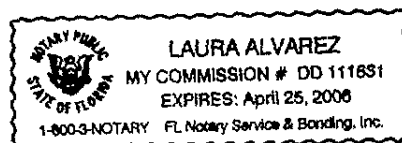
The undersigned hereby certifies that he/she is the duly elected and qualified Secretary
and the custodian of the books and records and seal of The Phoenix Resource Group, Inc. ,
a corporation duly formed pursuant to the laws of the State of FLORIDA ,
and that the foregoing is a true record of a resolution duly adopted at a meeting of the
Board of Directors, and that said meeting was held in accordance with state law and the
Bylaws of the above-named Corporation on MARCH 1st , 2004 (year), and that
said resolution is now in full force and effect without modification or rescission.


IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto
affixed the corporate seal of the above-named Corporation this 1st day of MARCH ,
2004 (year).

A True Record.

Attest.


Secretary 



 3-1-04

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