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BASIC AMENDMENT

MAGNOLIA MARKETING GROUP INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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2/12/03

Audit # H03000050740

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MAGNOLIA MARKETING GROUP INC.

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:

ARTICLE II Principal Office

The mailing address and street address of the Corporation are:

1503 9th AVE. TAMPA, FL 33605

Second Amendment:

ARTICLE V Board of Directors

This Corporation shall have Two director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

Name and Address KEVIN GILLESPIE, PRESIDENT 1503 9th AVE. TAMPA, FL 33605

PAUL D. MEDRANO, SECRETARY 1503 9th AVE. TAMPA, FL 33605

Third Amendment:

ARTICLE VI

Registered Office and Agent

The street address of the registered office of this Corporation is:

1503 9th AVE. TAMPA, FL 33605

and the name of its registered agent at such address is:

KEVIN GILLESPIE

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The Adoption of Amendment(s) was/were adopted by the board of directors on February 12, 2003 without shareholder action and shareholder action was not required.

Signed on February 12, 2003.

Signature

KEVIN GILLESPIE, PRESIDENT/DIRECTOR

¹This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.

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COURTACCESR CENTERS

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: February 12, 2003

This form was prepared with the assistance of CourtAccess Centers of America, Inc., a non-lawyer located at 3249 W Cypress St., Suite C. Tampa, FL 33607, (813)-875-1333.