

PD3000062546

(Requestor's Name)

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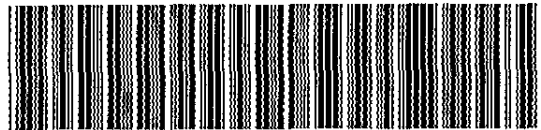
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend / cc
@ 8/13/03

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

Matrix Holdings Group, Inc.

(present name)

P03000062546

(Document Number of Corporation (If known))

FILED
03 AUG 11 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)*

This ammendment is written to notify the state of the following; David A. Hopper has been dismissed from the Board of Directors and his position of President and CEO as of April 7th, 2003. He is no longer associated with Matrix Holdings Group, Inc. in any capacity.

David J. Bailey currently Chief Operating Officer and Chief Technology Officer will assume the positions of President, CEO, and Chairman.

James Simeone currently Chief Financial Officer and Chief Administrative Officer will assume additional responsibilities of Chief Operating Officer and Vice Chairman of the Board.

Brent A. Hill will be added to the Board of Directors and will assume the responsibilities of Chief Technology Officer.

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:

300 Shares of Stock that currently belongs to David A. Hopper will be exchanged for \$ David A. Hopper will sell back the 300 shares of stock he currently owns to Matrix Holdings Group, Inc. in exchange for \$250.00 leaving him with 0 shares and no ownership in the company.

An additional 100 shares of stock will be given to David Bailey for assuming additional responsibilities making his total stock ownership 400 shares. An additional 100 shares of stock will be given to James Simeone for assuming additional responsibilities making his total stock ownership 400 shares. Brent A. Hill will be given 100 shares of stock for assuming his duties as CTO and Board of Directors.

THIRD: The date of each amendment's adoption: August 7th, 2003

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.

Signed this 7TH day of AUGUST, 2003

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)

David J. Bailey

(Typed or printed name)

CEO/President

(Title)