

P04000008998

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

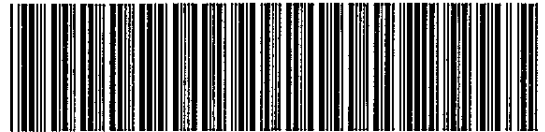
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/21/05--01038--001 **52.50

FILED
05 JUN 21 AM 8:12
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Handwritten initials

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PHEONIX INVESTMENT GROUP

DOCUMENT NUMBER: PO4000008998

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

Please return all correspondence concerning this matter to the following:

DEREK WELCH
(Name of Contact Person)

THE PHEONIX INVESTMENT GROUP
(Firm/ Company)

8200 NW 33 STREET, SUITE 414
(Address)

DORAL, FLORIDA 33122
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

DEREK WELCH at (305) 510-9713
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status 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 PHEONIX INVESTMENT GROUP, INC.

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

PO4000008998

(Document number of corporation (if known))

05 JUN 21 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)**

ARTICLE IV: ISSUING OF SHARES

100 SHARES ISSUED AS FOLLOWS:

DEREK WELCH - 25

HOWARD WALKER - 25

EUGENE FOSTER - 25

CHRISTOPHER BOURNE - 25

(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)

PLEASE SEE ABOVE AMENDMENT

(continued)

The date of each amendment(s) adoption: JUNE 17, 2005

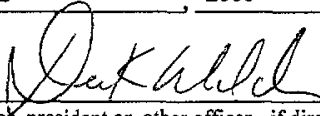
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 17TH day of JUNE, 2005

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)

DEREK WELCH
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

FILING FEE: \$35