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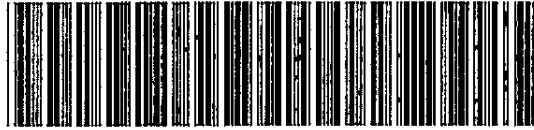
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P04000081049
3B N. L. Quinn
6-1-04
D. L. Quinn
D. L. Quinn

Memorandum

To: Amendment Section
DIVISIONS OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

From: eMax Adventures, Inc.
3315 Maggie Blvd, Suite 100
Orlando, FL 32811

Document # **P04000081049**

Date: 5/27/2004

Subject: Amendment to Articles of Incorporation

Return All Correspondence to:

K. Scott Piel as Registered Agent, President, CEO and Chairman

1719 Hughey Street
Kissimmee, FL 34741

spiel@cfl.rr.com
(407) 436-4212

Attached to this memorandum are two copies of an amendment to the Articles of Incorporation for eMax Adventures, Inc., and a check in the amount of \$52.50. Please file one copy with your agency and return a certified file-stamped copy with certificate of status to me in the enclosed stamped, self-addressed envelope. Thank you very much for your cooperation.

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

**EMAX ADVENTURES, INC
Document #P04000081049**

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CLERK OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE 9

- 9.1 The name of the corporation is hereby changed from eMax Adventures, Inc. Henceforth the name of the corporation is **Adventure Group Holdings Corporation**.

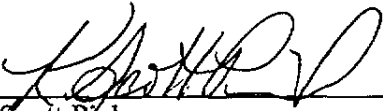
ARTICLE 10

- 10.1 The par value of the company's Series A Preferred Stock is set at \$0.01 per share.
10.2 The par value of the company's Series B Preferred Stock is set at \$0.01 per share
10.3 The par value of the company's Common Stock is set at \$0.01 per share

These amendments have been approved and adopted May 27th, 2004 by the unanimous consent of the Board of Directors representing an overwhelming majority of the shareholder vote.

These amendments are immediately effective as of this date: May 27th, 2004.

Signed this 27th day of May, 2004.



K. Scott Piel
Chairman of the Board, President & CEO