

May 2, 2008 3:28 PM
Division of Corporations

Milam Howard et al.

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THE SHELDON BRYAN COMPANIES, INC.

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**AMENDMENT NO. 2
TO
ARTICLES OF INCORPORATION
OF
THE SHELDON BRYAN COMPANIES, INC.**

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STATE OF FLORIDA
TALLAHASSEE

The Sheldon Bryan Companies, Inc., a Florida corporation (the "Corporation") organized and existing under the Florida Business Corporations Act, Chapter 607, Florida Statutes (2005), as amended ("FBCA") hereby certifies as follows:

1. On July 14, 2004, Articles of Incorporation for the Corporation were filed with the Florida Department of State of the State of Florida. The Corporation was assigned document number P04000104317.

2. On January 25, 2008, Amendment No. 1 to Articles of Incorporation for the Corporation were filed with the Florida Department of State of the State of Florida.

3. The Articles of Incorporation of the Corporation are hereby amended to read as provided below.

4. On March 7, 2008, the Board, pursuant to the authority expressly vested in it pursuant to the Articles of Incorporation, adopted a resolution to change the name of the Corporation as provided herein.

5. This Amendment No. 2 to Articles of Incorporation was approved on March 7, 2008 by the shareholders the number of votes cast by the shareholders was sufficient for approval.

Pursuant to the FBCA the following is adopted as Amendment No. 2 to the Articles of Incorporation of the Corporation:

Article I of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

**ARTICLE I
NAME**

The name of this Corporation is Independent Marketing Group, Inc.

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IN WITNESS WHEREOF, this Amendment No. 2 to Articles of Incorporation of The Sheldon Bryan Companies, Inc. have been duly adopted by the Board of Directors and the shareholders of this Corporation and have been duly executed as the act and deed of this Corporation by its Secretary thereunto duly authorized this 7th day of March, 2008.

THE SHELDON BRYAN COMPANIES, INC.

By: 

Butler Ball
Corporate Secretary

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