

P05000058267

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**BASIC AMENDMENT
MGTG HOLDINGS, INC.**

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FLORIDA DEPT OF STATE 2002



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 20, 2005

MGTG HOLDINGS, INC. (corrected letter)
1200 BRICKELL AVE., SUITE 900
MIAMI, FL 33131

SUBJECT: MGTG HOLDINGS, INC.
REF: P05000058267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If an amendment is adopted by the shareholders you must also indicate the date of adoption by the shareholders. Or, if shareholder approval is not required, you must make a statement to that effect.

If you are signing as power of attorney, please indicate for whom.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: H05000247184
Letter Number: 205A00064003

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

MGTG HOLDINGS, INC.
a Florida corporation

The undersigned, being the Director of MGTG HOLDINGS, INC. a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment"), as follows:

1. Effective as of the date of this Amendment the Mailing Address of the Corporation has been changed to the following address:

1461 Mercado Avenue
Coral Gables, Florida 33146

2. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon the Shareholders, Directors and Officers of the Corporation and their respective heirs, legal representatives, successors and assigns.

3. The foregoing Amendment was adopted by the Shareholders as of October 19, 2005.

4. The original date of filing of the Articles was April 20, 2005.

IN WITNESS WHEREOF, the undersigned, being the Director of the Corporation, has hereunto set his hands and affixed the Company's seal this 19th day of October, 2005.

By:  Michael D. Gallinar, Esq., President

[Company Seal]

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