

To: FI Dept of State
Subject: 000879 5869

From: Tracy Spear

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Florida Department of State
Division of Corporations
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ZAKARIAN MANAGEMENT GROUP, INC.

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T. Roberts AUG 29 2006

To: Fl Dept of State
Subject: 000672.5669

From: Tracy Spear

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ZAKARIAN MANAGEMENT GROUP, INC.

ZAKARIAN MANAGEMENT GROUP, INC., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to the written consent of the Board of Directors of the Corporation, in lieu of a special meeting, which vote was sufficient for approval in accordance with Section 607.1005, *Florida Statutes*, and prior to the issuance of shares, the following resolutions were adopted on August 4, 2006, amending the Articles of Incorporation:

RESOLVED, that Articles I and V of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"ARTICLE I

Name and Address

The name of this Corporation is: M & G GROUP, INC. The mailing and street address of the Corporation is 1501 2nd Avenue, Tampa, Florida 33605.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000,000 shares of \$.001 par value common stock, which shall be designated Common Shares."

WHEREUPON, at Tampa, Florida, this 29 day of August, 2006, the Corporation has caused one of its Directors to execute these Articles of Amendment to Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

ZAKARIAN MANAGEMENT GROUP, INC.,
a Florida corporation

By 
Joseph M. Williams, Director