

B R U C E B R A S H E A R
C o u n s e l o r A t L a w

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P94000018801

November 25, 1997

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

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*****87.50 *****87.50

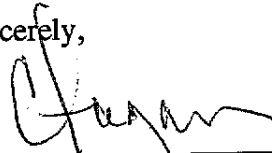
RE: MARQUEZ, HALL & JOHNSON, INC.

Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$87.50 representing \$35.00 for filing fees and \$52.50 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

FILED
NOV 26 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AM

DEC 4 1997

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MARQUEZ, HALL & JOHNSON, INC.**

FILED
97 NOV 26 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on November 25, 1997:

1. The following amendments to the Articles of Incorporation of Marquez, Hall & Johnson, Inc. were adopted by holders of a majority of the outstanding shares of the common stock of the corporation on November 25, 1997, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I

NAME: The name of the Corporation shall be: EFM group, INC.

ARTICLE IV

CAPITAL STOCK: The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time shall be Two Hundred Thousand (200,000) shares of Class A voting common stock, having a par value of \$.001 per share; and One Hundred Thousand (100,000) shares of Class B non-voting common stock, having a par value of \$.001 per share. The difference in voting rights shall be the only difference between the two classes of stock. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares.

2. The number of shares of the corporation outstanding at the time of such adoption was 500 shares of Class A Voting Common Stock and 225 shares of Class B Non-Voting Common Stock; and the number of shares entitled to vote thereon was 500 shares of Class A Voting Common Stock and 225 shares of Class B Non-Voting Common Stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A Voting Common Shares	500
Class B Non-Voting Common Shares	225

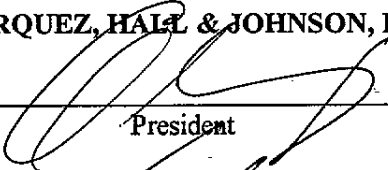
4. The number of Class A Voting shares voted for the amendment of Article I and Article IV was 500; the number of shares voted against such amendments was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 0.

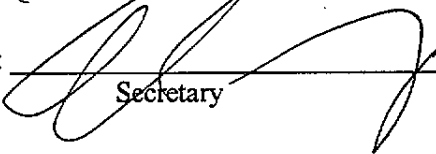
5. The number of Class B Non-Voting shares voted for the amendment of Article I and Article IV was 225; the number of shares voted against such amendments was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 0.

6. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article I and Article IV was sufficient for approval by the common stock shareholders.

Dated: 11-25-97

MARQUEZ, HALL & JOHNSON, INC.

By:  _____
President

Attest:  _____
Secretary

Corporate Seal

**STATE OF FLORIDA
COUNTY OF ALACHUA**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GERARDO L. MARQUEZ, holding the office of President and Secretary of MARQUEZ, HALL & JOHNSON, Inc., to me known to be the person described in and who executed and attested to the foregoing Articles of Amendment and upon oath acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of Nov., 1997.



Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Carrie P. Fagan
Notary Public, State at Large
Printed Name: _____
My Commission Expires: _____