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BASIC AMENDMENT
THE ANSWER GROUP, INC.

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OCTOBER 17, 2001

AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE ANSWER GROUP, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the Act), the undersigned President of The Answer Group, Inc., a Florida corporation (the Corporation), hereby executes and submits for filing with the Department of State, State of Florida these Articles of Amendment to its Articles of Incorporation to read as follows:

1. ARTICLE III of the Corporation s Articles of Incorporation is hereby amended by deleting the text of ARTICLE III in its entirety and substituting in its place the following:

ARTICLE III - GENERAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any one time shall be one million (1,000,000) shares of common stock having a par value of \$0.01 per share. The common stock shall be divided into two (2) series: Series A common stock (the "Series A Common Stock"), of which there shall be one hundred thousand (100,000) shares authorized, and Series B common stock (the "Series B Common Stock"), of which there shall be nine hundred thousand (900,000) shares authorized. Upon the filing of the Articles of Amendment pursuant to which this ARTICLE III shall have been adopted, each share of common stock shall be automatically converted into one (1) share of Series A Common Stock and nine (9) shares of Series B Common Stock.

The designations, preferences, limitations and relative rights of the Series A Common Stock and Series B Common Stock of the Corporation shall be the same other than as follows:

A. Voting Rights

(i) Series A Common Stock. Except as otherwise provided by law, all rights to vote and all voting power shall be vested exclusively in the Series A Common Stock. The Series A Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

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(ii) Series B Common Stock. The Series B Common Stock shall have no voting rights.

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. Pursuant to 607.1003(6) of the Act, this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by unanimous written consent effective October 17, 2001. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 17th day of October, 2001.

THE ANSWER GROUP, INC.

By:


Bruce Quinn
President