

P94000031859

OFFICE  
ENGLANDER & FISCHER, P.A.

5959 Central Avenue  
Suite 201  
St. Petersburg, FL 33710

Post Office Box 47428  
St. Petersburg, FL 33743-7428

Leonard S. Englander\*  
H. James Fischer  
Terzy L. Hirsch  
Terrence S. Buchert  
Mark P. Bryan

Phone (813) 341-2800  
Fax (813) 347-5300

\*Board Certified Business  
Litigation Lawyer

September 24, 1997

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002302159--6  
--09/24/97--01061--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Name Change Amendment - Invincible Marketing Group, Inc.

900002302159--6  
--09/24/97--01061--006  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Madam:

Enclosed please find an original and one copy of Articles of Amendment changing the name of **Invincible Marketing Group, Inc.**, to **Emergency Response Systems, Inc.** Please file the original and return to me a certified copy of the same. Our check in the amount of \$87.50 is enclosed to cover the cost of filing the amendment and a certified copy.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
LEONARD S. ENGLANDER

LSE/pag

Enclosures

FILED  
97 SEP 24 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mr. Englander authorized  
to take out words resolution  
of the out of heading and  
to correct statute number*

*Name Change  
LFT  
9-29-97*

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
INVINCIBLE MARKETING GROUP, INC.,  
A Florida corporation**

**FILED**  
**97 SEP 24 AM 11:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**To: Department of State  
Tallahassee, Florida 32304**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is **INVINCIBLE MARKETING GROUP, INC.,**
2. Shareholders and directors of the corporation adopted the following amendment of the articles of incorporation on September 22, 1997, in the manner prescribed by the Florida General Corporation Act:

**RESOLVED, that the Articles of Incorporation of Invincible Marketing Group, Inc., a Florida corporation, are hereby amended by deleting all language in the existing Article 1.1 and inserting in its stead the following:**

**1.1 The name of the corporation is FLORIDA EMERGENCY  
RESPONSE SYSTEMS, INC.**

3. The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.
4. The designation and number of outstanding shares of class entitled to vote thereon as a class were as follows *(there is only one class of stock in this corporation)*

Class	Number of Shares
Common Capital	200

5. The number of shares voted for such amendment was 200; and the number shares voted against such amendment was zero.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively was:

Class	Number of Shares Voted For	Against
Common Capital	200	0

7. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected is as follows: **NONE.**

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: **NONE.**

**Dated: September 22, 1997**

**INVINCIBLE MARKETING GROUP, INC.**  
**A Florida corporation**

By: \_\_\_\_\_

**STEVEN FIELD, President**

Attest: \_\_\_\_\_

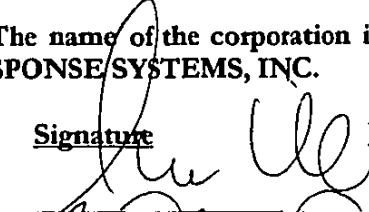
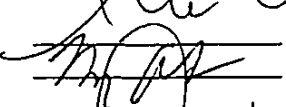
**BRIAN STOVER, Secretary**

**SHAREHOLDERS WRITTEN CONSENT  
TO AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
INVINCIBLE MARKETING GROUP, INC.,  
A Florida corporation**

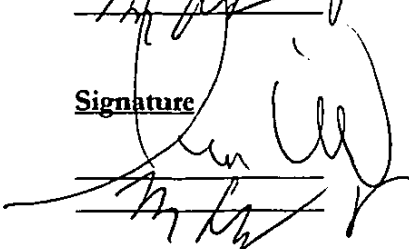
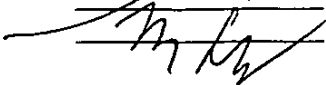
The Undersigned, being all of the directors and all of the shareholders of **INVINCIBLE MARKETING GROUP, INC., A Florida corporation** entitled to vote with respect thereto, and in the case of shareholders, being each the holder of the number of shares set forth opposite his name below (*there being only 1 class of shares*), hereby consents to, authorizes and adopts the following amendment to the articles of Incorporation of **INVINCIBLE MARKETING GROUP, INC.**

**RESOLVED**, that the Articles of Incorporation of Invincible Marketing Group, Inc., a Florida corporation, are hereby amended by deleting all language in the existing Article 1.1 and inserting in its stead the following:

**1.1 The name of the corporation is FLORIDA EMERGENCY RESPONSE SYSTEMS, INC.**

<u>Stockholder</u>	<u>Signature</u>	<u>Number</u>	<u>Date of Signature</u>
Steven Field		100	Sept. 22, 1997
Brian Stover		100	Sept. 22, 1997

<u>Director</u>	<u>Signature</u>	<u>Date of Signature</u>
Steven Field		Sept. 22, 1997
Brian Stover		Sept. 22, 1997