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June 7, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/16/00--01077--026
*****87.50 *****87.50

RE: Sun Marketing Associates, Inc.
Our File No. 7366.04.6.000

Gentlemen:

Enclosed please find original and photocopy of Articles of Amendment of Articles of Incorporation regarding the above referenced corporation.

Further enclosed is a check in the amount of \$87.50 to cover the cost of the filing fee. Please return a certified copy of the Articles of Amendment of Articles of Incorporation after filing.

Sincerely,

KIMPTON, BURKE, WHITE & HEIDEN, P.A.



Robert C. Burke, Jr.

RCB/cg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 AM 9:42

Amend

V. SHEPARD JUN 21 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 16 AM 9:42

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

SUN MARKETING ASSOCIATES, INC.

SUN MARKETING ASSOCIATES, INC., a Florida corporation, under its corporate seal in hand of its President and Secretary, Arlan Larson and Edward Smeltz, respectively, hereby certifies that:

1. The Board of Directors of said corporation, at a meeting called and held on the 14th day of April, 2000, adopted the following resolution:

"**BE IT RESOLVED** by the Board of Directors of Sun Marketing Associates, Inc., a Florida corporation, that the Certificate of Incorporation be amended, changed and altered, adding a new Article X, so that it reads as follows:

ARTICLE X. PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights. Such rights shall extend to shares issued for any purpose, including all purposes otherwise exempted under provisions of Florida Statutes, save and except that number of shares which after issuance, one or more times in respect of the exempt provisions of the Florida Statutes (and not for money), will constitute in total five (5%) percent of the issued shares, which are reserved to a determination of issuance by the Board of Directors without pre-emptive rights.

This Article X may not be amended or deleted absent the unanimous consent of the shareholders.

2. The meeting of the shareholders of the corporation called by the Board of Directors as aforesaid, was held on the 14th day of April, 2000, and at said special meeting of the shareholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all shareholders.

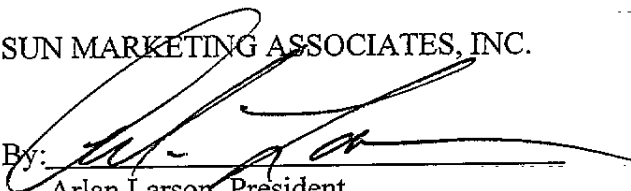
IN WITNESS WHEREOF, said corporation has caused this Certificate to be filed in its name by its President and its corporate seal to be affixed and attested by its Secretary on this 14th day of April, 2000.

Attest:


Edward Smeltz, Secretary

SUN MARKETING ASSOCIATES, INC.

By:


Arlan Larson, President

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I, an officer authorized to take acknowledgements according to the laws of the State of Florida, duly qualified and acting, hereby certify that Arlan Larson and Edward Smeltz as President and Secretary, respectively, of **SUN MARKETING ASSOCIATES, INC.**, to me (X) personally known or () who produced a Florida driver's license as identification, this date acknowledged before me that they executed the foregoing Articles of Amendment of Articles of Incorporation of Sun Marketing Associates, Inc., as such officers of said corporation and they affixed the official seal of said corporation; and I further certify that I know the said persons making said acknowledgement to be the individuals described in and who executed said Certificate.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Clearwater, said County and State this 14th day of April, 2000.



R. C. Burke, Jr.
MY COMMISSION # CG634981 EXPIRES
July 7, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Name: _____

Notary Public, State of Florida

Serial No: _____

Commission Expires: _____

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