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STAN MEDLEY - c/o FORDEE MANAGEMENT COMPANY, 249 N. BRAND BLVD.
#586 GLENDALE, CA 91203
USE FED EX ACCT. # 209-372-673

August 16, 2001

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, FL 32399
850-245-6052

Dear Sir or Madam,

Please file the enclosed (2) Articles of Incorporation and (1) Articles of Amendment.

Enclosed is a check for \$201.25 to cover the filing fees for the following three corporations:

- 1) THE CONDOR GROUP INTERNATIONAL, INC. (changing its name to CONDORZONE, INC.)
- 2) STANDARD MANAGEMENT GROUP, INC. (brand new corporation)
- 3) THE CONDOR GROUP INTERNATIONAL, INC. (brand new corporation, note: the name will be available as a result of (1) above)

Please return the copies to me.

Please note: Return copies to me at the following California address via FedEx 3rd party - (Acct. #209-372-673).

Stan Medley
c/o Fordee Management Company
249 N. Brand Blvd. #586
Glendale, CA 91203

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If you need to reach me you can call me at 727-517-1442 x444 or 818-242-1490 x444.

Thank you,


Stan Medley

SM:mv

Encl.

Name Change
LFS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION

THE CONDOR GROUP INTERNATIONAL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: That at a meeting of the Board of Directors of THE CONDOR GROUP INTERNATIONAL, INC. on AUGUST 15, 2001 resolutions were duly adopted setting forth a proposed amendment of the Articles of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

ARTICLE I

The name of the corporation is CONDORZONE, INC.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with Florida Statutes.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said THE CONDOR GROUP INTERNATIONAL, INC. has caused this certificate to be signed by WARD WILSON, an Authorized Officer, this 15th day of August, 2001.

BY: 

WARD WILSON, PRESIDENT