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September 18, 2002

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Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation for
DMG PUB LOUNGE, INC.
Our File Number : 18172-C

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 SEP 20 PM 3:35

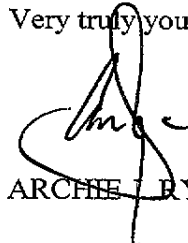
Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of DMG PUB LOUNGE, INC., together with our Trust Account Check Number 16687, payable to the Florida Department of State in the sum of \$43.75, in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Total:	\$ 43.75

Please return the certified copy of the Articles of Amendment to the undersigned.

Very truly yours,



ARCHIE J. RYAN III

AJR-III:lr
Encls.

Amend

V SHEPARD SEP 27 2002

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
DMG PUB LOUNGE, INC.**

The following Amendments to the Articles of Incorporation of DMG PUB LOUNGE, INC. were adopted by all of the stockholders of the corporation on September 18, 2002.

ARTICLE VIII - DIRECTORS

The names and addresses of the Board of Directors of the corporation who shall hold office for the next year, or until their successors are elected and have qualified, shall be:

MICHELLE GRENIER
2224 SE 17 Street
Fort Lauderdale, Florida 33316

ARTICLE XII - OFFICERS (New Article)

The names and addresses of the Officers of the corporation who shall hold office for the next year, or until their successors are elected and have qualified, shall be:

President - MICHELLE GRENIER
2224 SE 17 Street
Fort Lauderdale, Florida 33316

Secretary - MICHELLE GRENIER
2224 SE 17 Street
Fort Lauderdale, Florida 33316

Treasurer - MICHELLE GRENIER
2224 SE 17 Street
Fort Lauderdale, Florida 33316

In all other respects, the Articles remain the same.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP 20 PM 3:35

DATED at Dania Beach, Florida, this 18th day of September, 2002.

DMG PUB LOUNGE, INC.,
a Florida corporation

By: Michelle Grenier
MICHELLE GRENIER, President

ATTEST:

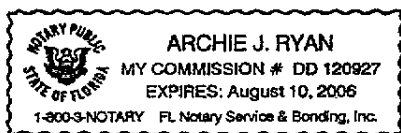
Michelle Grenier
MICHELLE GRENIER, Secretary

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared MICHELLE GRENIER, known to me to be the President and Secretary respectively of DMG PUB LOUNGE, INC., a Florida corporation, the corporation in whose name the foregoing instrument was executed, and that she severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in her by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that I relied upon the following form of identification of the above-named person: Florida driver license and that no oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of September, 2002 .

My Commission Expires:



Archie J. Ryan III
Notary Public, State of Florida

Printed Name: ARCHIE J. RYAN III