

Phoenix Art Group, Inc.
12445 62nd Street North, Suite 301
Clearwater, FL 33773
727.539.7713

P96000001729

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

June 21, 1999

Re: Phoenix Art Group, Inc.

FILED
99 JUN 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

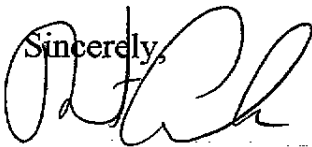
Enclosed are two original articles of amendment to articles of incorporation and a check for \$43.75.

From : Phoenix Art Group, Inc.
12445 62nd Street North, Suite 301
Clearwater, FL 33773

600002917486--3
-06/28/99-01118-010
*****43.75 *****43.75

Please process this amendment to our articles of incorporation and return the certified copy to us as soon as possible.

Sincerely,



Robert Ausborn, President

RA/dm
enclosures : articles of amendment

OK
P96000001729
28x Amend
6-28-99
Cert copy
*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHOENIX ART GROUP, INC.**

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

FIRST: Amendment adopted: Article III, Capital Stock

The maximum number of shares that the Corporation is authorized to have outstanding at any time is twenty-five million (25,000,000) shares of One Dollar (\$1.00) par value stock.

SECOND: The date of the amendment's adoption is May 31, 1999.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 31st day of May, 1999.



Robert Ausborn, President

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