

P96000049483

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1886-1954)
JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS*
RUSSELL A. WHITE
DANA ZIEGLER HOLDING
MARK F. BOOTH
VINCENT P. ANDREANO**

*ALSO ADMITTED TO GEORGIA BAR
**ALSO ADMITTED TO CALIFORNIA BAR

VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 462-1431
TELECOPIER (954) 763-2692

September 17, 1999

CORPORATE RECORDS BUREAU

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

Re: THE KELLEY FAMILY GROUP, INC.

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Amendment to the Incorporation for The Kelley Family Group, Inc. Further enclosed is our trust check payable to the Secretary of State in the amount of \$35.00 to cover the filing fee and amendment fee. We **WILL NOT** require a certified copy of the Amendment to Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Romney C. Rogers

RCR/lrf
Encs.

NC Amend
10-11-99
DHS

FILED
99 SEP 20 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

200002991312-4
-09/20/99-01105-009
*****35.00 *****35.00

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October 6, 1999

Mr. Doug Spitler,
Document Specialist
Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: THE KELLEY FAMILY GROUP, INC.
Ref. Number: P96000049483
Letter Number: 299A00046870

FILED
99 SEP 20 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

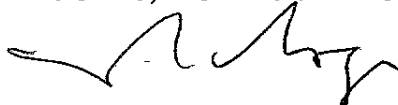
Dear Mr. Spitler:

This will acknowledge your letter of September 24, 1999 (a copy of which is enclosed), regarding the above captioned corporation. Further enclosed is the revised Articles of Amendment to the Articles of Incorporation of The Kelley Family Group, Inc. per your letter.

If you have any questions concerning the above, please immediately advise.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Romney C. Rogers

RCR/lsf
Encs.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 24, 1999

FILED
99 SEP 20 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROGERS, MORRIS & ZIEGLER
VICTORIA PARK CENTRE, SUITE 300
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33301

SUBJECT: THE KELLEY FAMILY GROUP, INC.
Ref. Number: P96000049483

We have received your document for THE KELLEY FAMILY GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 299A00046870

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE KELLEY FAMILY GROUP, INC.

FILED

99 SEP 20 PM 12:55

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida General Corporation Act):

The undersigned, **STEPHEN A. KELLEY**, the President of **THE KELLEY FAMILY GROUP, INC.**, a corporation organized and existing under and by virtue of the provisions of the Florida General Corporation Act (the "Corporation"), the Articles of Incorporation of which were duly filed by the Department of State of the State of Florida on June 7, 1996, **DO HEREBY CERTIFY:**

1. The name of the Corporation is **THE KELLEY FAMILY GROUP, INC.**
2. The amendments made to the Corporation's Articles of Incorporation are as

follows:

ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"The name of this Corporation shall be:

MasterPeaceGroup, Inc."

ARTICLE VI of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"The street address of the registered office of this corporation is: **912 East Broward Boulevard, Fort Lauderdale, Florida 33301**; and the name of the initial registered agent of this corporation at that address is: **STEPHEN A. KELLEY**, who is familiar with and accepts the duties and responsibilities as registered agent for said corporation."

3. Except as hereby amended, the Articles of Incorporation of the corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written statement executed by all of the shareholders and directors of the Corporation as of September 13th, 1999, pursuant to Section 607.1003 of the Florida General Corporation Act.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of the corporation this 13th day of September, 1999.

Witnesses:

THE KELLEY FAMILY GROUP, INC., a
Florida corporation

Print Name: Romney C Rogers

By:

Stephen A. Kelley
STEPHEN A. KELLEY, President + RA

Print Name: LEONORA S. FERNANDES

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

Before me, a Notary Public, appeared **STEPHEN A. KELLEY** ☒ who is personally known to me or [] who has produced _____ upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 13th day of September, 1999.

My Commission Expires:

Leonora S. Fernandes
Notary Public, State of Florida

Print Name: _____

Commission No.: _____



Leonora S. Fernandes
MY COMMISSION # CC744291 EXPIRES
July 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.