

December 7, 2000

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

RE: Document Number P96000053025

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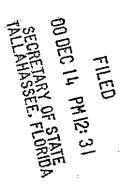
Dear Sir or Madam,

Attached is an amendment to the Articles of Incorporation for Northstar Communications Group, Inc.

Please contact me directly should you have any questions.

Michael E. Nelso

President/CEO



Amero

S. PAYNE DEC 1 4 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

Northstar	Communications	Group,	Inc.
		(present name)	

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article IV (a) Amended as follows:

The total number of shares which the corporation has authority to authorize is One Million (1,000,000) and the shares shall be One Dollar Par Value, which Shall be designated Common Stock. All of the authorized shares of stock of the corporation shall be of one class only.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	he date of each amendment's adoption: December 7, 2000		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
Ą	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient		
	for approval byvoting group		
	voting group		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Signed this		
Signature	Michael Elle		
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
	OR		
	(By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	Michael F. Nelson Typed or printed name		
	President / CEO		

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