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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

July 20, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TRANSMITTAL LETTER

900004518539--3-

-08/06/01--01037--015

*****35.00 *****35.00

SUBJECT: Amendment of Articles to :

CUSTOMER ACQUISITION GROUP, INC.

The above named corporation wishes to:

1. Amend Article IV: R/A ADDRESS
2. Add Article VII: CORPORATE OFFICERS

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
01 AUG -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG 13 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CUSTOMER ACQUISITION GROUP, INC.**

FILED
01 AUG -6 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

**ARTICLE IV
REGISTERED AGENT AND STREET ADDRESS**

The new registered agent shall be: MICHAEL W. HARRIS
13920 88th Avenue N.
Seminole, FL 33776

**ARTICLE VII
CORPORATE OFFICERS**

The Article to be added

The new corporate officer shall be: MICHAEL W. HARRIS
DIRECTOR

13920 88TH AVENUE N.
SEMINOLE, FL 33776

The corporate officer to be removed: CARL M. HARRIS
(CURRENT DIRECTOR RETIRING)

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: *N/A*

THIRD: The date of each amendment's adoption: **July 20, 2001**

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendments 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):

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CUSTOMER ACQUISITION GROUP, INC.

2. The name and address of the registered agent and office is:

MICHAEL W. HARRIS
13920 88th Avenue N.
Seminole, FL 33776
727/ 580-4548

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MICHAEL W. HARRIS

, This 20th day of July 2001.