

P97000021055

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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00 JUN 16 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMC Group, Inc. P97-21055
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

Examiner's Initials

[Signature]

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EMC GROUP, INC.**

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TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

**ARTICLE III
CAPITAL STOCK**

The text of Article III, Capital Stock, is hereby deleted and replaced by the following:

The total number of authorized shares of the capital stock of this corporation was originally one hundred million (100,000,000) shares, divided into two classes, Common shares and Preferred shares. The total number of Common shares authorized was fifty million (50,000,000) shares. The total number of Preferred shares authorized is fifty million (50,000,000) shares.

On April 2, 1999, the Corporation effected a 25:1 combination of the Common shares pursuant to Section 607.10025, Florida Statutes, resulting in the a decrease of the authorized Common shares to two million (2,000,000) shares pursuant to that Section. The number of authorized Common shares is hereby increased to fifty million (50,000,000) shares. The number of Common shares authorized by this Article shall not be decreased as a result of any subsequent or future share combination.

The Common shares shall be of a single class. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the Common shares of the Corporation or any of the holders of such shares.

The Preferred shares shall be of a single class, designated as "Class "A" Convertible Preference Shares", and shall have the preferences, qualifications, limitations, restrictions, and special rights of such shares as provided by law, except as follows:

- a. The Preferred shares shall be nonvoting shares.
- b. The Preferred shares are convertible for Common shares for an aggregate amount equal to US\$2,800,000.

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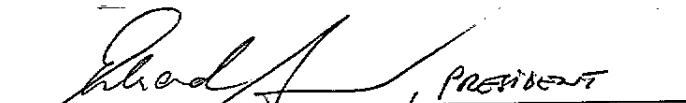
- c. The Preferred shares may be converted only in whole.
- d. The share value for the conversion shall be determined based on the weighted average trading price of the Corporation's Common shares in the sixty (60) days prior to conversion.
- e. The conversion shall be subject to approval of the Board of Directors of the Corporation.
- f. The conversion shall not exceed ten percent (10%) of the total number of outstanding shares of the Corporation.

The board of directors is authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the Preferred shares, including without limitation of the generality of the above, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of preferred shares, and the designation and number of shares constituting any such series, or any of them; and to increase or decrease the number of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

SECOND: The date of this amendment's adoption is: May 22, 2000.

THIRD: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. Such approval was by written consents pursuant to Section 607.0704, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on this 6 day of June, 2000.


ERHARD SOMMER, President