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Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A 152 8th AVENUE S.W. LARGO, FLORIDA 33770-3613

WILLS & TYPING BANKRUPTCY & DIVORCE INCORPORATIONS

TELEPHONE 813 559-8505 FACSIMILE 584-1462

October 22, 1997

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

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to:

Excalibur Global Marketing Group, Inc.

The above named corporation wishes to:

- 1. Delete John McCaughna as President.
- 2. Add James W. Kotsaftis as Vice President.
- 3. Add William Hackney as Secretary.
- 4. Amend the address of the Principal Business Office.

300002343233--6 -11/10/97-01152-001 *****35.00 *****35.00

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

(813) 559-8505

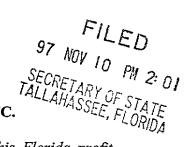
Sincerely,

Barbara S. Hicks

97 NOW FILED

SECRETARY OF STATE
TALLAHASSEE, FLOREDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF EXCALIBUR GLOBAL MARKETING GROUP, INC.



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

FIRST:

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

Amend: to change the address

ARTICLE II PRINCIPAL OFFICE

12508 Starkey Road Largo, Florida 33773 813/524-2511

ARTICLE V INCORPORATORS

Delete John Mc Caughna (President)

ARTICLE VI CORPORATE OFFICERS

Add JAMES W. KOTSAFTIS as Vice President Add WILLIAM HACKNEY as Secretary

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:	October 22, 1	1997.
FOURTH:	Adoption of Amendment(s) (check one)		
	The amendments was/were approved by the	he shareholders.	The number of
votes cast for the amendment(s) was/were sufficient for ap		proval.	

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The amendment	The amendment(s) was/were approved by the shareholders through voting			
groups. The following	lowing statement must be separately provided for each			
voting group en	voting group entitled to vote separately on the amendment(s):			
"The number of approval by	votes cast for the amendment(s) was/were sufficient for			
	VOTING GROUP			
The amendment	t(s) was/were adopted by the board of directors			
without shareho	lder action and shareholder action was not required.			
_X The amendment(s) was/were adopted by the incorporators withou				
shareholder action and shareholder action was not required.				
Signed this 22nd day of October, 1997.				
Signature				
RICK ALEXANDER				
Incorporator/ Director				