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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.

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-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

FILED
97 NOV 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL NOV 14 1997

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

FILED
97 NOV 10 PM 2:01
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)*

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, 1997.**

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):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of October, 1997.

Signature _____


RICK ALEXANDER
Incorporator/ Director