

P97000053800



ACCOUNT NO. : 072100000032

REFERENCE : 480507 11504A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 43.75

FILED
02 MAR 19 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 18, 2002

ORDER TIME : 10:22 AM

ORDER NO. : 480507-005

CUSTOMER NO: 11504A

3000005134273--8

CUSTOMER: Leonard Grand, Esq
Grand & Grand, P.a. Venture
Building I, Suite 450
3440 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC AMENDMENT FILING

NAME: MADIO & COMPANY MGA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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02 MAR 19 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. Coulliette MAR 21 2002

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 19, 2002

CSC
ATTN: SARA
TALLAHASSEE, FL

SUBJECT: MADIO MGA, INC.
Ref. Number: P97000053800

RECEIVED
02 MAR 21 PM 12:02
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for MADIO MGA, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: 43.75

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00016482

RESUBMIT
Please give original
submission date as file date.

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02 MAR 19 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MADIO MGA, INC.

Under the provisions of F.S. 607.1006, this corporation adopts the following Article of Amendment to its Articles of Incorporation:

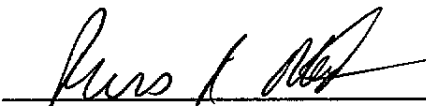
The following shall be added to the Articles of Incorporation:

"ARTICLE IX
CERTAIN ACTS REQUIRING
66/23% SHAREHOLDER APPROVAL

The following matters as may be entered into by the corporation shall not be valid corporate acts unless 66-2/3% of the issued and outstanding shares of the common stock of the corporation have voted their approval thereof; the sale of all or substantially all of the corporation's assets, any action that would make it impossible for the corporation to continue to conduct its business as presently conducted, and entering into or amending or revoking any written employment or management agreement."

This Amendment was unanimously approved by the shareholders and directors of this corporation on even date.

Signed on May 1, 2001.



RUSS R. MADIO
President and Secretary
and Director