

Corporate Offices
Southern Capital Group, Inc.
A Florida corporation

1941 Southeast 51st Terrace; Ocala, Florida 34471

Telephone: (352) 89-9172

Fax: (352) 89-9178 E-mail: watchdog3@mercury.net

P97000087869

Ryan D. Chamberlin
President

Joseph Castellanos
Vice President

G. Richard Chamberlin, Esquire
Secretary & General Counsel

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

January 6, 1999

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: Amendments to Articles of Incorporation of Southern Capital Group, Inc.

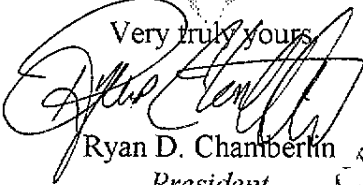
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$35 covering the costs of filing the articles of amendment.
- (c) We hereby confirm that, concurrently with the filing of these articles, this corporation is relinquishing all rights to use of the name Southern Capital Group, Inc., to the Southeast Companies, Inc. which we understand, will grant such rights to a newly organized corporation.

If you have any questions or comments, please contact the undersigned.

Very truly yours,


Ryan D. Chamberlin
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A

Articles of Amendment to Articles of Incorporation

of
Southern Capital Group, Inc.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

WITNESSETH:

First: **Amendments adopted:**

- 1.1 Article I is hereby amended by changing the name of this Corporation from "Southern Capital Group, Inc." to "Ryan Marketing Group, Inc." As amended, Article I will henceforth read as follows:

ARTICLE I
NAME

The name of the Corporation is:

"Ryan Marketing Group, Inc.."

- 1.2 The following article is hereby added:

Second: **The date of the amendment adopted is:** January 5, 1999.

Third: **Adoption of Amendment:**

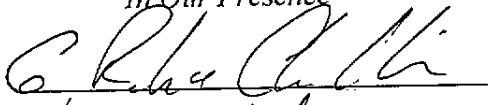
The amendment was adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

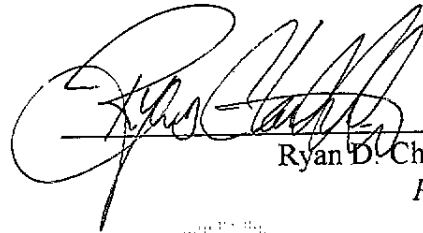
IN WITNESS WHEREOF, I have subscribed my name this 5th day of January, 1999.

Signed, Sealed & Delivered

In Our Presence



Vanessa H. Lindsey



Ryan D. Chamberlin
President

