920 N.W. 8th Avenue, Suite A Gainesville, FL 32601 voice: 352/336-0800

fax: 352/336-0505 e-mail: bruce@afn.org

09700009293

November 25, 1997

Secretary of State Division of Corporations Amendment Department P. O. Box 6327 Tallahassee, FL 32301

RE: EFM GROUP, INC.

Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$87.50 representing \$35.00 for filing fees and \$52.50 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerei

Carrie Fagan, Legal Assistant to Bruce Brashear, Esq.

Enclosures

TLL DEC - 4 1997

November 25, 1997

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

RE: MARQUEZ, HALL & JOHNSON, INC. (Doc. No. P94000018801)

EFM group, INC. (Doc. No. P97000092953)

Gentlemen:

Please be advised that I am the sole officer and director, as well as the sole shareholder, of the above-referenced corporations. In all of those capacities, and additionally on behalf of both corporations, I consent to the following amendments:

- (1) Amendment to the Articles of Incorporation of Marquez, Hall & Johnson, Inc., changing the name to EFM Group, Inc.
- (2) Amendment to the Articles of Icorporation of EFM Group, Inc. changing the name to ProFM, Inc.

Serardo L. Marquez

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF EFM GROUP, INC.



TO: Department of State Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on November 25, 1997:

1. The following amendments to the Articles of Incorporation of EFM Group, Inc. were adopted by holders of a majority of the outstanding shares of the common stock of the corporation on November 25, 1997, in the manner prescribed by the Florida General Corporation Act:

Article I

Name. The name of this Corporation is ProFM, Inc.

Article V

Capital Stock. This Corporation is authorized to issue 200,000 shares of \$.001 par value voting common stock and 100,000 shares of \$.001 par value non-voting common stock.

- 2. The number of shares of the corporation outstanding at the time of such adoption was one (1) share of common stock; and the number of shares entitled to vote thereon was one (1) share of common stock.
- 3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class

Number of Shares

Common

1

4. Number of shares voted for the amendment of Article I and Article V was one; the number of shares voted against such amendment was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 0.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article I and Article V was sufficient for approval by the common stock shareholders.

Dated: 11-25-M

EFM GROUP, INC

By:

Attest

Corporate Seal

President

Secretary

STATE OF FLORIDA COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared GERARDO L. MARQUEZ, holding the office of President and Secretary of EFM Group, Inc., to me known to be the person described in and who executed and attested to the foregoing Articles of Amendment and upon oath acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day of

Carrie P. Fagan

NY COMMISSION # CC607298 EXPIRES

SEAL) January 8, 2001

BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public, State at Large

Printed Name:

My Commission Expires: