

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
2-1173

P97000103298

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

200003958532--6  
-04/04/01--01041--013  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

DATE: 4-4-01

REF. #: 204.15216

name  
change  
done

CORP. NAME: INVESTOR RELATIONS CONSULTING, INC.  
CHANGING TO: THE XPOSURE GROUP, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

FILED  
01 APR -4 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4587 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |                                     |
|--|---|-------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |                                     |

RECEIVED  
01 APR -4 AM 1:04  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

RR  
4/4/01

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
INVESTOR RELATIONS CONSULTING, INC.**

**FILED**  
**01 APR -4 PM 1:25**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Investor Relations Consulting, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on December 4, 1997.

2. This amendment to the Articles of Incorporation was approved by the unanimous written consent of the shareholders as of March 16 2001.

3. This amendment changes the name of the corporation and changes the current capital structure of the Corporation by increasing the authorized number of shares of common stock from 500 shares to 1,000,000 shares.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the name of the Corporation shall be "The Xposure Group, Inc." and Article I of the Articles of Incorporation of the Corporation shall read as follows:

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**ARTICLE I - NAME**

The name of this Corporation is THE XPOSURE GROUP, INC.

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5. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article IV of the Articles of Incorporation of the Corporation shall read as follows:

\*\*\*\*\*

#### ARTICLE IV – CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

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IN WITNESS WHEREOF, Investor Relations Consulting, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 16<sup>th</sup> day of March, 2001.

INVESTOR RELATIONS CONSULTING, INC.

By: Earle B. Brown  
Earle B. Brown, President

xposure/docs/aoaname-recap