P9800001505 FILED TALESTEE, FLORIDE, AM 10: 34

Secretary of State Division of Corporations Corp Records Bureau 409 E. Gaines St Tallahassee, FL 32399 ATTENTION: Bobbie Cox

RE: First Millennium Group, Inc.

Dear Bobbie Cox

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation, together with my check in the amount of \$ 35.00.

This represents the cost of the Filing fees for the above named corporation amendment.

Please return one stamped copy acknowledging the filing.

Sincerely,

Jim Kent 2810 S.W. 122 Ave Miami, FL 33175 305-220-8477

VS FEB 9 1998

Amend

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION MillENNIUM GROUP

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE II

The Director OF THE CORPORATION SHAll be CHANGED

FROM JIM KENT TO KEITH N. TYLER,

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:

THIRD:	The date of each amendment's adoption: $2/2/98$
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
כ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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
	voting group
G	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	``
	Signed this 2 nd day of FEBRUARY, 19 98
Signature	Keit DTut
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
*4.	KEITH N. Tyler Typed or printed name
,	President Director