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1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 000003109060--8  
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**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

*Amend & N/C*

V. SHEPARD FEB 1 2000

Examiner's Initials

*Note: Same people have  
#197-429*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GROUP DIRECT OF SOUTH FLORIDA, INC.**

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

**FIRST:** Amendment adopted:

1. Article I is amended in its entirety as follows:

**ARTICLE I**

The name of the corporation is **GROUP DIRECT, INC.** (the "Corporation").

**ARTICLE IV**

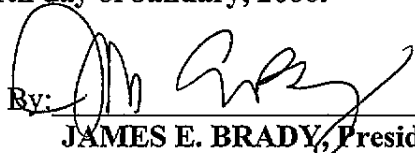
2. Article IV is amended in its entirety as follows:

The aggregate number of all classes of stock which the Corporation has authority to issue is twenty million (20,000,000) shares, no par value.

**SECOND:** The date of the amendment is January 11, 2000.

**THIRD:** The amendment was approved by the shareholders. The number of votes cast were sufficient for approval.

Signed this 11th day of January, 2000.

By:   
JAMES E. BRADY, President