



THE UNITED STATES
CORPORATION
COMPANY

P980000005345

01 JUN -1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 145632 7227993

AUTHORIZATION : Patricia Pigot

COST LIMIT : \$ 35.00

ORDER DATE : May 10, 2001

ORDER TIME : 11:53 AM

ORDER NO. : 145632-010

CUSTOMER NO: 7227993

CUSTOMER: David Kahan, Esq
David Kahan, P.a.
3696 N. Federal Highway
Suite #101
Fort Lauderdale, FL 33308

None
Change
Amend
200004338442--7

DOMESTIC AMENDMENT FILING

NAME: XTOLOGY, INC.

Please file 1st

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS:

6/1/01
2001 JUN -1 PM 12:51
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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
XTOLOGY, INC.

FILED
01 JUN -1 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of **XTOLOGY, INC.**, a Florida corporation ("Corporation"), filed with the Department of State on January 16, 1998, Charter Number P98000005345, be, and it is hereby, amended as shown below:

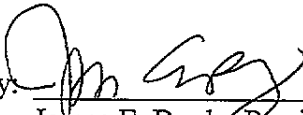
Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

The name of the Corporation is Group Direct, Inc. (the "Corporation").

The foregoing amendment was adopted and approved by the sole Director of this Corporation and by all the shareholders of this Corporation. The number of votes cast by the shareholders were sufficient for approval of the foregoing amendment. The foregoing amendment is adopted effective as of May 8th, 2001.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment this 8th day of May, 2001.

By: 
James E. Brady, President