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P98000015346

March 10, 1998

Corporate Records Bureau  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Amendment.

Pursuant to Florida Statutes, I am enclosing the following fees:

|                     |         |
|---------------------|---------|
| Filing of Amendment | \$35.00 |
| Certified Copy      | 52.50   |

TOTAL FEES \$87.50

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

*RBW*

Robert B. Wallace  
Attorney at Law

RBW/dlc  
Enclosures

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-03/12/98--01065--006  
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98 MAR 12 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*AM*

TLL MAR 16 1998

FILED  
98 MAR 12 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
C.M.G. OF COLORADO, INC.

1. The Articles of Incorporation of C.M.G. of Colorado, Inc., which was incorporated on February 16, 1998, under document number P98000015346, are amended to read as follows:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is C.M.G. of Colorado, Inc., and its principal office is located at 1633 San Marco Blvd. #2, Jacksonville, Florida 32207.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock. All common stock shall be identical with each other in every respect and the holders of common stock shall be entitled to one vote for each share on all matters on which shareholders have a right to vote.

A new article XIV. is added which reads:

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Articles VII entitled "Directors" and Article VIII entitled "Initial Directors" are hereby deleted.

A new article XV. is added which reads:

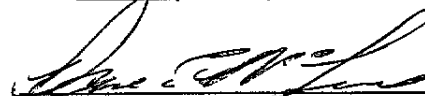
ARTICLE V. QUORUM

Seventy five percent of the shares entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum of any meeting of shareholders.

2. The foregoing amendments were adopted by the unanimous vote of

the shareholders of this corporation on March 10, 1998,  
pursuant to F.S. 607.1003, the corporation having less than 35  
shareholders.

IN WITNESS WHEREOF the undersigned president and secretary have  
executed these Articles of Amendment on March 10, 1998.



President Dan E. McGraw



Secretary Porter Chandler, Jr.