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LAW OFFICE OF C. RANDOLPH COLEMAN, P.A.

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January 22, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

800002757538--2

-01/28/99-01066-008

*****35.00 *****35.00

Re: INFINITY MARKETING ALLIANCE, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment for INFINITY MARKETING ALLIANCE, INC., together with a check in the amount of \$35.00 in payment of the appropriate filing fees.

We will appreciate your filing the enclosed Articles and returning a certified copy to the undersigned.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman, Esq.

Enclosures

FILED
99 JAN 28 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Cheryl Coleman authorized
to correct name in heading*

*Amend
NFT 2-4-99*

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
INFINITY MARKETING ALLIANCE, INC.

FILED
99 JAN 28 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 607.1006, Florida Statutes, the undersigned adopts the following Articles to Amendment to its Articles of Incorporation, which Articles of Incorporation were filed with the Florida Department of State on April 1, 1998.

1. Article III of the Articles of Incorporation is hereby amended to read as follows:

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities as an insurance agent or agency within the State of Florida, and engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

2. The shareholders holding all the issued and outstanding shares of the common stock of the Corporation were entitled to vote on the foregoing amendment to the Articles of Incorporation. The foregoing amendment was adopted by the shareholders on January 22, 1999.

3. The foregoing amendment shall become effective upon filing of these Articles of Amendment. Except for the aforesaid amendment, the Articles of Incorporation shall remain as heretofore in force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 22nd day of January, 1999.

INFINITY MARKETING ALLIANCE, INC.

By: _____

JOHN CRAFT
Corporate Secretary