

P98000046876

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From: Account Name : TRIPP, SCOTT, CONKLIN & SMITH
Account Number : 075350000065
Phone : (954) 525-7500
Fax Number : (954) 761-8475

BASIC AMENDMENT
SPHERE CONSULTING GROUP, INC.

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Amendment

D. CONNELL MAR 30 2000

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SPHERE CONSULTING GROUP, INC.**

The following provisions of the Articles of Incorporation of Sphere Consulting Group, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on May 22, 1998, document number P98000046876, be and they are hereby, amended as shown below:

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

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

2722 W. Atlantic Blvd., Suite 4
Pompano Beach, FL 33069

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

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at one time is: 1,000,000

The foregoing amendments were adopted by all the Directors and all the shareholders of the Corporation by written consent in lieu of a meeting dated March 22, 2000.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of March 24, 2000.

By: Randall Edney
Randall Edney, President