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R.S.WESTON
1551 N.E. 163 ST. APT #107
NORTH MIAMI BEACH FL 33163 05/28/2002
PHONE 305-9475112

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES ST.
TALLAHASSEE FL.32399

100005665211--7
-06/03/02--01068--006
*****35.00 *****35.00


Please find enclosed

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
THE SECOND MILLENNIUM GROUP INC.

Enclosed is a money order for \$35.00

Thank you so much for you attention to this.

Yours very truly


R.S.WESTON.
ROBERT WESTON
P.O. BOX 611656
NORTH MIAMI, FL 33261-1656

FILED
02 JUN -3 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENT TO ARTICLE I - NAME
AND
AMENDMENT TO ARTICLE IV- CAPITAL STOCK
OF
The Articles of Incorporation
OF
THE 2ND MILLENNIUM GROUP INC.

ARTICLE I - NAME

This Corporation is authorized to:

- 1) Change the name of the corporation from

THE 2ND MILLENNIUM GROUP INC.

TO

THE 3RD MILLENNIUM MANAGEMENT GROUP INC.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to :

- 2) Cancel the authorization to issue 9,999,000 Common Shares No Par Value, leaving the authorization to issue 1000 Common Shares, No Par Value.
- 3) Cancel the authorization to issue all Class "A" 10% Preferred, Redeemable, Cumulative Non-Voting Shares, Par Value \$1.00

In compliance with Section 607:1006 of the Florida Corporation Act (1992)

[a] The name of the Corporation is THE 2ND MILLENNIUM GROUP INC.

[b] At a special meeting of the shareholders held at 10:00 am, May 24th, 2002, the shareholders unanimously approved the authorization of the above two amendments.

[c] Subsequent to [b] above, the amendments to Article I and Article IV were made on the 24th day of May 2002.

In compliance with Section 607:1003 2 [a] the Board of Directors recommended the above cited Amendments to the Shareholders of the Corporation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed the Amendments to Articles I and Article IV of the Articles of Incorporation.

Robert S Weston
President - The 2nd Millennium Group Inc.

STATE OF FLORIDA)
)
COUNT OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Robert S Weston, known to me and known by me to be the person who, as President of the Corporation, executed the foregoing Amendments to the Articles of Incorporation of The 2nd Millennium Group Inc., and he acknowledged before that he executed those Amendments to the Articles of Incorporation. *FL DRIVERS LICENSE PROVIDED.*

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, the 28th day of MAY 2002.



Sophia Lima
Commission # CG 910604
Expires Feb. 15, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Sophia Lima
SOPHIA LIMA