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Division of Corporations

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BASIC AMENDMENT
CAPITAL MARKETS GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

AMEND
KRB 12/29
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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CAPITAL MARKETS GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Provisions of the
Florida Business Corporation Act

CAPITAL MARKETS GROUP, INC. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Shareholders and the Board of Directors of the Corporation adopted the following resolutions, effective as of December 23, 1999, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Shareholders and the Board of Directors of the Corporation deem it in the best interest of the Corporation to amend the Articles of Incorporation (the "Articles")

WHEREAS, the Shareholders and the Board of Directors of the Corporation, by resolution effective December 23, 1999, authorized the amendment set forth below to the Articles.

IT IS, THEREFORE,

RESOLVED, that Article 3 is deleted in its entirety and in its place the following Article is hereby adopted:

Article 3
Capital Stock

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue twenty million ten thousand (20,010,000) shares, consisting of (i) twenty million (20,000,000) shares of common stock, \$.001 par value (the "Common Stock") and (ii) ten thousand (10,000) shares of preferred stock (the "Preferred Stock").

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The designations and the preferences, limitations and relative rights of the Common Stock and the Preferred Stock of the Corporation are as follows:

A. Provisions Relating to the Commons Stock

1. Voting Rights

a. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article III, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

b. The holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of shareholders, including, without limitation, the election of directors.

2. Dividends. Except as otherwise provided by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article III, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after payment or provision for payment of the debts and other liabilities of the Corporation, and except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as provided in Section B of this Article IV, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations, powers, preferences, rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to

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CloverLeaf Capital Advisors, LLC

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each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- a. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- b. the number of shares to constitute the class or series and the designations thereof;
- c. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- d. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- e. whether or not the shares of a class or series shall be subject to the operation of retirement of sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- f. the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- g. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- h. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- i. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

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The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such class or series unissued shares of the Preferred Stock designated for such class or series and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

The foregoing was authorized by all Shareholders and the entire Board of Directors by written consent effective December 23, 1999 and the number of votes cast by the Shareholders and Directors was sufficient for approval.

Executed on December 28, 1999.

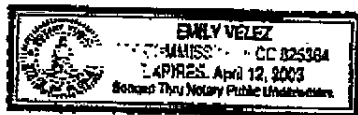
CAPITAL MARKETS GROUP, INC.

By: SK
Steven King, President and Director

STATE OF FLORIDA)
COUNTY OF SARASOTA)

On this 28th day of December, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared Steven King, who either is known to me personally or who supplied as identification, acknowledged to the fact that he is the President and Director of CAPITAL MARKET GROUP, INC. and that he executed as said officer and director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.



Emily Velez
NOTARY PUBLIC

Notary Public Commission expires:
[notarial seal]

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