Park North 5125 Castello Drive Naples, FL 34103 TOLL FREE 1-877-727-3838

FAX 941/434-7738

EMAIL: RDALY@RDLGROUP.COM

000003047490--2 -11/17/99--01075--018 *****35.00 *****35.00

To Whom It May Concern:

Attached is the Amendment to our Corporation. I also attached two copies, one which has a self addressed envelope attached for you to return to me. Please send to:

Robert Daly President & CEO 5125 Castello Drive Naples, Florida 34103 (941) 649-3259

Thank you for your prompt attention to this matter.

Sincerely,

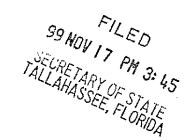
Robert Daly / President & CEO

November 2, 1999

Amend

V. SHEPARD MOV 231999.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



RDL GROUP & ASSOC., INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted:

Added:

ARTICLE VI DESIGNATION OF OFFICER(S)

The name(s) and street address(s) of the Officers of the corporation are as follows:

Robert Daly, President/CEO 140 Conners Avenue Naples, FL 34109

Kathryn Redfern, Secretary/Treasurer 10295 St. Patrick Lane Bonita Springs, FL 341035

Amended:

ARTICLE V INCORPORATOR(S)

Street address change:

Robert Daly, President/CEO 140 Conners Avenue Naples, FL 34109 **Second:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

Third: The date of each amendment(s) adoption:

November 1, 1999

Fourth: Add

Adoption of Amendment(s)

The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this Second day of November, 1999.

Signature / / /

Incorporator

Typed or Printed Name: Robert Daly

Title: President/CEO