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STRATEGIC ALLIANCE
GROUP INC
2505 NW BOCA RATON BLVD
BOCA RATON, FL
33431

October 23, 2000

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*****52.50 *****52.50

Florida Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are Articles of Amendment of Ivy Entertainment.Com, Inc., along with our check in the amount of \$52.50 in payment of the associated filing fees, certified copy, and certificate of status.

Upon completion, please mail the certified copy and certificate of status to the undersigned.

Very truly yours,

Mark Colacurcio MKPS
Mark Colacurcio
President

Encl.

FILED
00 OCT 26 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IVY ENTERTAINMENT.COM, INC.
Document Number P99000047334**

FILED
00 OCT 26 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted:

Article V: This Article shall be amended to add Mr. Richard Gladstone as President and Director of Ivy Entertainment.Com, Inc.

SECOND: N/A

THIRD: The date of the amendment's adoption: October 23, 2000

FOURTH: Adoption of Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed this Article of Amendment on the 23rd day of October, 2000.



Mark Colacurcio
President/Secretary/Director