

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

THE BOARDWALK GROUP, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
THE BOARDWALK GROUP, INC.**

THE BOARDWALK GROUP, INC., pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment and state:

1. That the name of the Corporation is THE BOARDWALK GROUP, INC.
2. That Article V of the Articles of Incorporation of THE BOARDWALK GROUP, INC. is hereby amended to read as follows:

ARTICLE V

Capital Stock

EFFECTIVE DATE
8-31-00

The total number of shares of capital stock which the Corporation has the authority to issue is Eleven Million (11,000,000) shares of Common Stock having a par value of \$0.01 per share.

3. That the foregoing amendment will result in an exchange of issued shares and the provisions for implementing the amendment are as follows:

A. On the Effective Date, each share of Common Stock outstanding prior to the Effective Date ("Pre-Split Shares of Common Stock") will automatically be combined and changed into one hundred and ten (110) shares of Common Stock ("Post-Split Shares of Common Stock"). No additional action on the part of the Corporation or any shareholder will be required in order to effect the stock split implemented by this Amendment to the Articles of Incorporation ("Stock Split") and, beginning on the Effective Date, each certificate representing a Pre-Split Share of Common Stock will represent for all purposes one hundred and ten (110) times that number of Post-Split Shares of Common Stock. Shareholders will be requested to exchange their certificates representing Pre-Split Shares of Common Stock for new certificates representing Post-Split Shares of Common Stock. The Corporation's counsel, Milam & Howard, P.A., will act as the Corporation's exchange agent in implementing the exchange of stock certificates.

B. Shareholders will be furnished the necessary materials and instructions to effect such exchange promptly following the Effective Date. Certificates representing Pre-Split Shares of Common Stock subsequently presented for transfer will not be transferred on the books and records of the Corporation but either will be returned to the tendering person for exchange or processed as a transfer of Post-Split Shares of Common Stock.

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C. Shareholders are encouraged to surrender their certificates evidencing Pre-Split Shares of Common Stock for certificates evidencing Post-Split Shares of Common Stock as promptly as possible to the Corporation's exchange agent.

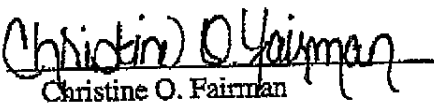
4. The foregoing amendment was approved by all of the outstanding shares of Common Stock entitled to vote on this amendment at a special meeting of shareholders held on July 25, 2000. The number of votes cast was sufficient for approval.

5. The Effective Date of this Amendment shall be August 31, 2000.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 17th day of August, 2000.

THE BOARDWALK GROUP, INC.

By:


Christine O. Fairman
President

Attest:


Larry J. Fairman, Secretary.

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