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PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

March 22, 2000

VIA REGULAR MAIL

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

500003200255--7  
-04/07/00--01078--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Articles of Amendment to the Articles of Incorporation of CDM Services  
Group, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the  
Articles of Incorporation of CDM Services Group, Inc., together with a check for \$43.75 to  
cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy  
to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd  
Enclosures  
cc: Charles E. Kramer

EA\WPW\CLIENT\CDM\ART-AMD.LTR

FILED  
00 APR -7 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
58 4-13/00

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF CDM SERVICES GROUP, INC.

FILED  
00 APR -7 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is CDM SERVICES GROUP, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

The sole director of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated December 1, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated December 1, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolutions amending Articles 1 and 4 of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

Article III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one million shares (1,000,000), of which seven hundred fifty thousand (750,000) shares having a par value of One Tenth Cent (\$.001) per share shall be shares of Class A voting common stock and two hundred fifty thousand (250,000) shares having a par value of One Tenth Cent (\$.001) per share shall be shares of Class B nonvoting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Holders of Class A voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise

provided by law, no holder of Class B nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B nonvoting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B nonvoting, shall receive equal dividends if and when declared by the Board of Directors, and in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A voting and Class B nonvoting common stock in proportion to the number of shares held by the holders of such shares.

#### Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated December 1, 1999.

CDM SERVICES GROUP, INC.

By: 

Charles E. Kramer, President