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MICHAEL J. APPLETON
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BRADLEY K. ALLEY

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

P990000073652

July 10, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 27 AM 8:13

VIA REGULAR MAIL

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

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

000004477720--9
-07/16/01--01097--007
*****43.75 *****43.75

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

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Amend

V SHEPARD AUG 2 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 19, 2001

WILLIAM P. WEATHERFORD, JR.
POST OFFICE DRAWER 2366
WINTER PARK, FL 32790-2366

SUBJECT: CDM SERVICES GROUP, INC.
Ref. Number: P99000073652

We have received your document for CDM SERVICES GROUP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 801A00042235

Rec'd 7/27

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

July 24, 2001

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
Attn: Velma Shepard
409 E. Gaines Street
Tallahassee, Florida 32399

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

Dear Ms. Shepard:

Enclosed is the original and one copy of the Articles of Amendment to the Articles of Incorporation of CDM Services Group, Inc. which have been amended pursuant to your letter of July 19, 2001.

Once the Articles of Amendment have been filed, please return the certified copy to this office. Thank you for your assistance.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Charles E. Kramer

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL 27 AM 8:13

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 Board of Directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation by written consent dated June 15, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the holders of a sufficient number of the issued and outstanding shares of voting common stock of the Corporation approved the resolution amending Article III of the Articles of Incorporation by written consent dated June 15, 2001, 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 one hundred thousand shares (1,100,000), of which one million (1,000,000) shares having a par value of One Tenth Cent (\$.001) per share shall be shares of Class A voting common stock and one hundred thousand (100,000) 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 June 15, 2001.

CDM SERVICES GROUP, INC.

By: 

Charles E. Kramer, President