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Memo

FILED STATE
SECRETARY OF CORPORATIONS
01 JAN 10 PM 3:17

To: Secretary of State
From: Norman Malinski, Esquire
Date: January 9, 2001
Subject: Articles of Amendment

Enclosed please find Article of Amendment to Articles of Incorporation of Phoenix Group International, Inc. I have also enclosed my check in the amount of \$35.00 to cover the fee for this amendment.

If you need assistance with this matter, please contact me at the above address and telephone number.

Thank you for your prompt response to this request.

Norman Malinski

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-01/10/01--01068--004
*****35.00 *****35.00

Amend E N/c

V. SHEPARD JAN 12 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

11/17/00

November 6, 2000

AMERICAN GENERAL FINANCE INC
23RD ST PLAZA 654 W 23RD ST
PANAMA CITY, FL 32405

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The money received was insufficient. The fee due to file the remaining document(s) is \$12.00. This additional fee is calculated as follows:

12.00 = 1 FLORIDA UCC3 FORM at 12.00

The fee to file a UCC-1 includes the filing fee for a UCC-3 termination statement when the secured party no longer claims a security interest. A termination statement for a UCC-1 filed on or after October 1, 1992 will be filed at no charge.

You have omitted or have not correctly referred to the original UCC-1 file number. Please verify your records, correct and resubmit the document for recording.

Once corrections are made, **please return the enclosed copy of your document** along with this letter for filing. The original document is retained in our office and has NOT been filed.

If you should have any further questions, please call the UCC Liens Filing Section at (850) 487-6852.

Jonathan Herring
Document Specialist
Division of Corporations

Doc. Reference: 200000249123
Letter Number: 100A00057385

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 10 PM 3:17

PHOENIX GROUP INTERNATIONAL, INC.

(present name)

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: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I: NAME: LIBERTY WATCH, INC.

ARTICLE V: Corporate Address: 568 East Woolbright Road, Suite 107, Boynton Beach, FL 33435

ARTICLE VI: Director's Address: 568 East Woolbright Road, Suite 107, Boynton Beach, FL 33435

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:

THIRD: The date of each amendment's adoption: 8-29-2000

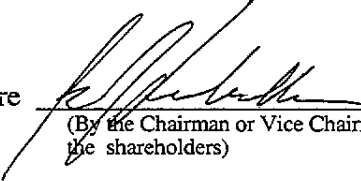
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of December, 2000

Signature  President Director/President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Richard J Lucibella
Typed or printed name

President
Title