

LAW OFFICES  
**MICHAEL H. MALE**  
PROFESSIONAL ASSOCIATION  
SUITE 303  
3250 MARY STREET  
MIAMI, FLORIDA 33133

TELEPHONE (305) 443-5600  
TELECOPIER (305) 443-6624

*P99000076228*  
June 16, 2000

PLEASE REFER  
TO FILE NO.

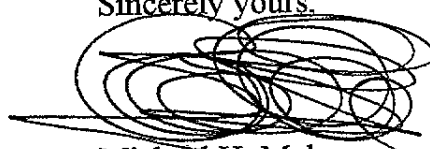
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Certificate of Amendment to Articles of Incorporation  
of M Group USA, Inc.

Dear Sir:

I am enclosing two original copies of the Certificate of Amendment to Articles of Incorporation of the above referenced corporation, together with my check in the sum of \$43.75 to cover the filing fees and a certified copy.

Sincerely yours,



Michael H. Male

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

MHM/ow  
Enclosures

**FILED**  
00 JUN 19 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


*all Amend  
6/23*

CERTIFICATE OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
M GROUP USA, INC.

I, ALAN I. WEISELBERG, the Sole Director of M Group USA, Inc., do hereby certify that:

1. Paragraph 3 is hereby amended to increase the authorized shares to 10,000,000 common shares.
2. The par value of each share is changed from \$1.00 per share to no par value.
3. Each existing outstanding share prior to the filing of this Amendment shall be divided into one thousand shares after the filing hereof.
4. The Articles of Incorporation of M Group USA, Inc. (the "Company") were adopted by the Board of Directors of the Company on June 14, 2000. The Amendment was adopted by the Board of Directors without Shareholder action, and Shareholder action was not required.
5. The foregoing amendment to the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the foregoing increase in authorized shares exceeding the percentage of authorized shares that were issued before the foregoing increase in authorized shares.
6. Except as specifically amended hereby, all of the covenants, stipulations, and agreements contained in the Articles of Incorporation are hereby ratified, confirmed and shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF I have caused this Certificate to be executed this 14 day of June, 2000.

  
\_\_\_\_\_  
Alan I. Weiselberg, Director

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 19 AM 9:27

FILED

STATE OF FLORIDA )  
                                SS  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 14<sup>th</sup> day of June, 2000, by Alan I. Weiselberg, who is personally known to me, as Director of M Group USA, Inc., a Florida corporation, on behalf of the Corporation.

Julia Whotaku  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:

