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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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FILING Amendment _____

1.) Motherlode Marketing, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

Amend
10-15-99
RBS

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-10/15/99--01012--008
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FILED
99 OCT 15 AM 10:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SPECIAL INSTRUCTIONS _____

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DESIGNATED CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 OCT 15 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOTHERLODE MARKETING, 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)*

Amend Article VI - Board of Directors as follows:

Delete Director Lila Deeb, address 515 Ocean Ave. #404 S Santa Monica, California

Add William J. Sands, Jr. as Vice President and Director, address 4254 NW 60th Drive Boca Raton, Florida 33496

Add Susan E. Mackie as Vice President, Secretary and Director, address 9262A Boca Gardens Pkwy, Boca Raton, Florida 33496

Add Ann M. Sands as Director, address 4254 NW 60th Drive Boca Raton, Florida 33496

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: October 13, 1999

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 13th day of October, 19 99

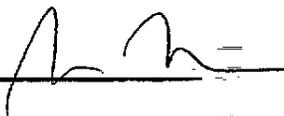
Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Susan Mackie
Typed or printed name 

Director
Title