

Division of Corporations

P99000088689

Florida Department of State

Division of Corporations

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PLEASE ARRANGE FILING OF THE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF S/C MARKETING & EVENTS, INC. WITH AN EFFECTIVE DATE OF TODAY, APRIL 2, 2001, AND RETURN TO ME A CERTIFICATION AS SOON AS POSSIBLE. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.
GAIL S ANDRE

BASIC AMENDMENT

S/C MARKETING & EVENTS, INC.

Certificate of Status	0
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Amendment

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
S/C MARKETING & EVENTS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation, S/C MARKETING & EVENTS, INC. (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is S/C MARKETING & EVENTS, INC.
2. The original Articles of Incorporation for the Corporation were filed on October 7, 1999, and assigned Charter No. P99000088689.
3. Article III of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK

A. Authorized Shares. The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares, which shall consist of fifty thousand (50,000) shares of Class A Voting common stock with a par value of one cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting common stock with a par value of one cent (\$.01) per share. Each holder of Class A Voting common stock shall have one vote with respect to each share of such stock held by him or her of record on the books of the Corporation on matters voted upon by the shareholders. Each holder of Class B Non-Voting common stock will be afforded no voting rights but shall have all other rights of a holder of common stock, including rights to a proportionate share of dividends and other distributions made on account of common stock of the Corporation.

B. Share Division. On the date of the filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida, the two thousand (2,000) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.01 per share ("Old Common Stock"), shall thereby and thereupon be divided, classified and converted into nine thousand (9,000) validly issued, fully paid and nonassessable shares of Class A Voting common stock of the Corporation ("Class A Voting Common Stock") reflecting a conversion ratio of four and one-half (4.5) shares of Class A Voting Common Stock for one (1) share of Old Common Stock. Each certificate that heretofore represented outstanding shares of Old Common Stock shall now represent the number of shares of Class A Voting Common Stock into which the shares of Old Common Stock represented by such certificate were divided, reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented outstanding shares of Old Common Stock shall

receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing or representing the number of shares of Class A Voting Common Stock to which such person is entitled.

4. The foregoing amendment was adopted by all of the directors of the Corporation by written consent dated the 23rd day of March, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and by all of the shareholders of the Corporation by written consent dated the 23rd day of March, 2001, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

5. There was not more than one voting group entitled to vote separately on the amendment set forth herein, and the number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval.

6. 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 of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

IN WITNESS WHEREOF, an authorized officer of the Corporation has executed these Articles of Amendment on this 30th day of March, 2001, for and on behalf of the Corporation.

S/C MARKETING & EVENTS, INC., a
Florida corporation

By: 

Sam Stark, President