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TRANSMITTAL LETTER

Department of State Division of Corporations PO Box 6327 Tallahassee, Fl 32314 300003065793---3 -12/09/99--01082--006 *****35.00 *****35.00

SUBJECT: STRATEGIC MARKETING GROUP, INC.

Enclosed please find original and (1) one copy of Articles of Amendment to Articles of Incorporation for

STRATEGIC MARKETING GROUP, INC.

Enclosed also is a check in the amount of \$35.00 made out to the Department of State.

CONTACT PERSON:

DAVID K. HIRSCH 175 W. CAMINO REAL BOCA RATON, FL 33432 (561) 367-7371 DEC -9 PM 4: 52 ETARY OF STATE

Enclosures:

Original One copy check America

ARTICLES OF AMENDMENT TO STRATEGIC MARKETING GROUP, INC.



ARTICLES OF INCORPORATION OF

STRATEGIC MARKETING GROUP, INC.

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)

ADDING ARTICLE XII: Officers:

Effective immediately **David K. Hirsch** shall be the one and only officer, PRESIDENT of this corporation as named in *article I*

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: 12/8/1999

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

	The amendment (s) was/were approved by the shareholders. The number of votes cast for 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
M	The emendment (a) was have a dented by the incorporator

The amendment (s) was/were adopted by the incorporator Without shareholder action and shareholder action was not required.

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 incorporaatorr if adopted by the incorporators)
_	WILLIAM h PLASTER
-	type or print name

SIGNED THIS 8th day of December, 1999.