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Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

February 21, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/24/00--01048--002
*****35.00 *****35.00

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to :

No Limit Marketing, Corp.

The above named corporation wishes to:

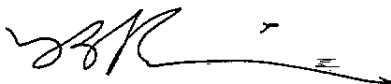
1. ADD ARTICLE VI Appointing New Corporate Officers

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

Amend
3-7-00
PKS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NO LIMIT MARKETING, CORP.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added, or deleted)

**ARTICLE VI
Appointment of Corporate Officers**

The new corporate officers shall be:

- | | | |
|----|-----------------------|----------------------|
| 1. | Mark J. Morrison | Director & President |
| 2. | Jonathon J. Carbonaro | Vice President |

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: *N/A*

THIRD: The date of each amendment's adoption: **February 21, 2000**

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendments 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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

without shareholder action and shareholder action was not required.

 X **The amendment(s) was/were adopted by the incorporators without
shareholder action and shareholder action was not required.**

Signed this 21st day of February, 2000.

Signature

A handwritten signature in cursive script, appearing to read "John Radenbaugh", written over a horizontal line.

JOHN RADENBAUGH
Incorporator / Director