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June 5, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Chapman Group, Inc.

900002213359--0

-06/16/97--01144--021

\*\*\*\*\*87.50 \*\*\*\*\*87.50

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Amendment of Chapman Group, Inc., a Florida corporation. Also enclosed please find a check in the amount of \$87.50 to cover the following costs:

\$35.00

Filing Fee

\$52.50

Certified Copy

If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

*Debra H. Chrystie*

Debra H. Chrystie  
Corporate Paralegal

/dhc  
Enclosures

FILED  
97 JUN 16 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*amend  
LFT*

*Done  
6/20/97*

**ARTICLES OF AMENDMENT OF  
CHAPMAN GROUP, INC.**

**FILED**

**97 JUN 16 AM 10:02**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

1. The name of the Corporation is CHAPMAN GROUP, INC. (the "Corporation").
2. Article III is hereby amended to read as follows:

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 22,000,000 shares, which are to be divided into two classes as follows:

20,000,000 shares of Common Stock, par value \$.0001 per share; and  
2,000,000 shares of Preferred Stock, par value \$.0001 per share.

The Preferred Stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolutions providing for the creation and issuance of such Preferred Stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

3. A new Article VIII shall be added and shall be as follows:

**ARTICLE VIII**

**AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

4. A new Article IX shall be added and shall be as follows:

**ARTICLE IX**

**CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

5. The foregoing amendments were adopted by all of the Directors and the majority holder of the issued and outstanding Common Stock of the Corporation eligible to vote by a Written Consent signed by them on 5/29/97, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 29 day of MAY, 1997.

  
ROBERT W. CHAPMAN, President

FILED  
97 JUN 16 PM 1:56  
SECRET  
TALLAHASSEE, FLORIDA