V00373

Law Offices Blackburn & Blackburn

Bryan E. Blackburn Attorney at Law

July 21, 1998

Please reply to:
✓ Jacksonville __Middleburg

<u>Jacksonville Office</u>: 1921 Dewey Place Jacksonville, Florida 32207 Middleburg Office: 2747 Blanding Boulevard Middleburg, Florida 32068

Secretary of State Division of Corporations Amendment Division P.O. Box 6327 Tallahassee, Florida 32301

Re: Morgan Communications, Inc.

900002597669--8 -07/24/98--01059--806 *****35.00 *****35.00

Gentlemen:

You will find enclosed the original Amended Articles of Incorporation, a copy of the corporate minutes, and a check in the amount of \$35.00 for the filing fee.

Please file the above referenced amended Articles of Incorporation. Thank you for your assistance in this matter.

Yours very truly,

Bryan E Blackburn

BEB\clf

JUL 2 8 1998

Enclosures

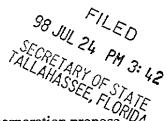
BEB\MORGANCOMMUNICATIONS\SECOFSTATELTR.WPD

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Facsimile (904) 282-2606

AMENDMENT TO ARTICLES OF INCORPORATION OF NEAL MORGAN, INC.



The undersigned officers, directors and shareholders of this corporation propose that the following article of the Articles of Incorporation be amended as follows:

ITEM I

ARTICLE I is deleted in its entirety and the following Article I is substituted therefor:

ARTICLE I. NAME

The name of this corporation is: MORGAN COMMUNICATIONS, INC

The principal place of business of this corporation shall be 12834 Allport Road, Jacksonville, Florida 32258.

Effective this 1st day of June, 1998.

NEAL MORGAN, INC.

Richrd N. Morgan/ Sole Director

Attest:

Richard N. Morgan, Secretary

MINUTES OF SPECIAL MEETING OF THE SHAREHOLDERS OF MORGAN COMMUNICATIONS, INC.

A special meeting of the Shareholders of the above captioned corporation was held on June 1, 1998 at the offices of the corporation.

All of the Shareholders being present, the meeting was called to order on June 1, 1998 at 10:00 A.M. by Richard N. Morgan, sole shareholder. Richard N. Morgan acted as temporary chairman.

The chairman noted that it was in order to elect new directors and officers due to the sale of all of the outstanding stock of the corporation to Rick Morgan. Upon nominations duly made and seconded, the following were unanimously elected officers of the Corporation, to serve for the ensuing year and until their successors are elected and qualify:

Richard N. Morgan: Sole Director

Richard N. Morgan: President/Secretary/Treasurer

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Richard M. Morga Secretary

Approved: .

Richard n. Margar