

V27091

COREY E. HOFFMAN
ATTORNEY AT LAW
3250 MARY STREET
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(305) 442-4333
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October 15, 2001

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 OCT 29 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Re: Offbeat, Inc. Articles of Amendment to
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find my office check no. 7116 in the amount of \$35.00 for filing of the Articles of Amendment to Articles of Incorporation for the above referenced corporation.

If you have any questions, please feel free to contact me.


Thank you,


Corey E. Hoffman
Attorney at Law

CEH\jr

Enclosures

600004641396--3
-10/18/01-01034-010
*****35.00 *****35.00


AUTHORIZATION BY PHONE TO
CORRECT ADD REGISTRATION
DATE 10-30
JAN 2001 KLL

AMEND
KRG
10-22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 2001

COREY E. HOFFMAN ATTY.
3250 MARY ST., SUITE 400
COCONUT GROVE, FL 33133

SUBJECT: OFFBEAT, INC.
Ref. Number: V27091

We have received your document for OFFBEAT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

Letter Number: 901A00058057

RECEIVED
01 OCT 29 PM 8:49
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF OFFBEAT, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

FIRST: AMENDMENT(S) ADOPTED:

ARTICLE VIII: Articles of Incorporation of OFFBEAT, INC. shall be amended to change the officers of the corporation to the following:

Raymond James Tolles resigns as President, Secretary and Director and Resident Agent of the Corporation.

Lisa Fink resigns as Vice President and Treasurer of Of the Corporation.

Lisa Fink will be elected President and Secretary Of the Corporation.

Carlos Marin will be elected Vice President, Treasurer and Director of the Corporation.

Corey E. Hoffman shall appointed Resident Agent Of the Corporation.

SECOND: THE DATE OF ADOPTION OF THE AMENDMENT(S) WAS:
September 25, 2001.

THIRD: ADOPTION OF AMENDMENT (CHECK ONE)

 X The amendments were adopted by the shareholders entitled to vote unanimously.

 There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

FOURTH: EFFECTIVE DATE OF AMENDMENTS

These Amendment(s) shall be effective upon the filing with the Secretary of State of Florida.

DATED: October 15, 2001.

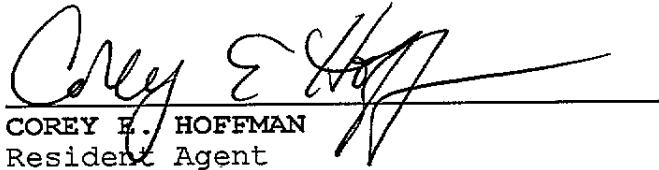


LISA FINK, President

FILED
01 OCT 29 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT ACCEPTANCE FOR OFFBEAT, INC.

I, COREY E. HOFFMAN, state that I am familiar with and accept the duties and responsibilities as a Resident Agent for the corporation, OFFBEAT, INC. d/b/a MARS.


COREY E. HOFFMAN
Resident Agent

3250 MARY STREET, SUITE 400
COCONUT GROVE, FL 33133

DATED: October 25, 2001. Registered Office