

V68751

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AUTHORIZATION BY PHONE TO

CORRECT Director's Address Amend.

DATE 02-20-03

BY D. Canfield

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Amendment
2/20/03
DC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 FEB 13 PM 4:27

Saguaro Holdings Corp.

5710 LBJ Freeway
Suite 215
Dallas, TX 75240
Tel: 972-490-8625
Fax: 972-490-1503

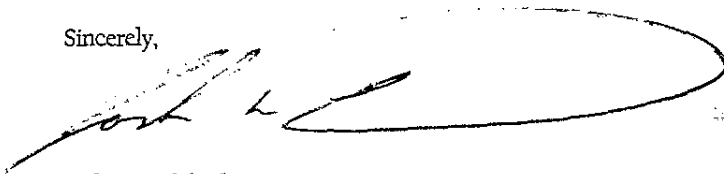
February 11, 2003

Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32395
Tel: 850-245-6050

To whom it may concern:

Attached are 2 copies of the Articles of Amendment to Articles of Incorporation of Saguaro Holdings Corp. I have also attached a \$35.00 check for filing fees through the State of Florida and a return Airborne package. Please see that the information enclosed in this package is handled properly. Please attach a return copy of the Amendments with a receipt from the State of Florida guaranteeing the filing and forward the information to the following address via Airborne (included in package). Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Joshua Lankford", written over a large, horizontal, oval-shaped line.

Joshua Lankford
President

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Saguaro Holdings Corp.

Document Number of Corporation V68751

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2003 FEB 13 PM 4:27

Pursuant to the provisions of section 607.0602, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

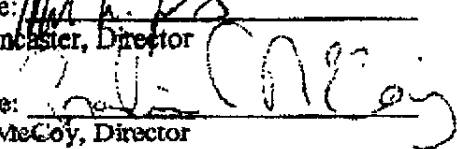
FIRST: The company has designated 1,000,000 shares of authorized preferred shares as Convertible Preferred Stock. The holders of the Convertible Preferred Stock will share in quarterly distributions of 15% of the quarterly gross revenue and will carry two automatic conversion options. The Convertible Preferred Stock will convert on the earlier of the two following events: 1) into 30% of the then outstanding common stock Thirty Six (36) months from the date of the Offering. or 2) 10% of the then outstanding common stock upon 100% payback.

SECOND: The date of each amendment's adoption is May 1, 2002.

THIRD: The amendment was approved by the Directors. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of May 2002

Signature: 
Mark Lancaster, Director

Signature: 
Charlie McCoy, Director