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BASIC AMENDMENT
PHOENIX MARKETING INTERNATIONAL, INC.

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**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
PHOENIX MARKETING INTERNATIONAL, INC.**

Pursuant to Sections 607.1003 and 607.1006, Florida Statutes, the Articles of Incorporation of Phoenix Marketing International, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Phoenix Marketing International, Inc.

SECOND: Article I of the Articles of Incorporation shall be amended to change the name of the Corporation to "PRC Holdings, Inc."

THIRD: The foregoing amendment was adopted by the unanimous written consent of the board of directors and shareholders of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on November 26, 2002.

IN WITNESS WHEREOF, the undersigned has executed this instrument on November 26, 2002.

PHOENIX MARKETING INTERNATIONAL, INC.


Allen DeConia, Chief Executive Officer

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