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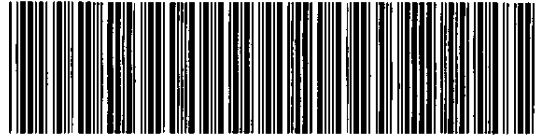
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9/11/09  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** POWER TALENT NETWORK, INC.

**DOCUMENT NUMBER:** P03000057699

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN L. MEE

Name of Contact Person

POWER TALENT NETWORK

Firm/ Company

5491 SE SCHOONER OAKS WAY

Address

STUART, FLORIDA 34997

City/ State and Zip Code

jmee@powertalent.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Mee

Name of Contact Person

at ( 772 ) 324-8800

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

POWER TALENT NETWORK, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000057699

(Document Number of Corporation (if known))

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

5491 SE SCHOONER OAKS WAY  
STUART, FLORIDA 34997

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

5491 SE SCHOONER OAKS WAY  
STUART, FLORIDA 34997

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

, Florida

(City)

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Signature of New Registered Agent, if changing

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Mr.	William W. Mee	7753 Greenbriar Circle Port St. Lucie, Florida 34986	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Mr.	William D. Schachter	411 N New River Dr E, Apt 3403 Fort Lauderdale, Florida 33301	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

SEE ATTACHED SHEET.

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

The date of each amendment(s) adoption: September 2, 2009

Effective date if applicable: September 2, 2009  
(date of adoption is required)  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

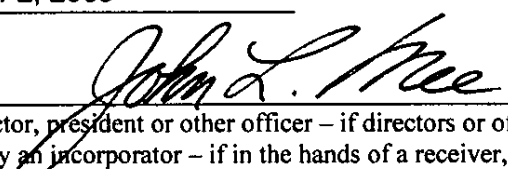
by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated September 2, 2009

Signature \_\_\_\_\_

  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John L. Mee

(Typed or printed name of person signing)

President

(Title of person signing)



**Power Talent Network, Inc.**  
**P03000057699**

**Board of Directors Meeting Minutes**  
September 1, 2009 • Stuart, Florida

**Board Members:**

*Present:* John Mee, Rita Mee

*Absent:* None

*Quorum present?* Yes

*Others Present:*

None

**Proceedings:**

*Meeting called to order* at 10:00 a.m. by Chair, John Mee

On motion duly made, seconded and carried, it was:

RESOLVED, that Article 6 of the Articles of Incorporation be amended to read as follows

**ARTICLE 6 – DIRECTORS**

The Directors of the Corporation shall be:

John L. Mee	5491 SE Schooner Oaks Way, Stuart, Florida 34997
Rita A. Mee	5491 SE Schooner Oaks Way, Stuart, Florida 34997
William W. Mee	7753 Greenbriar Circle Port St. Lucie, Florida 34986
William D. Schachter	411 N New River Dr E, Apt. 3403, Fort Lauderdale, FL 33301

On motion duly made, seconded and carried, it was:

RESOLVED, that Article 7 of the Articles of Incorporation be amended to read as follows:

**ARTICLE 7 – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN MILLION (10,000,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 – 7.6: No change.

Power Talent Network, Inc. • P03000057699  
Board of Directors Meeting Minutes • September 1, 2009 • Stuart, Florida

On motion duly made, seconded and carried, it was:  
RESOLVED, that a new Article 16 of the Articles of Incorporation be added to read as follows:

**ARTICLE 16 – INDEMNIFICATION FOR DIRECTORS AND OFFICERS**

The corporation shall indemnify its current directors and officers to the fullest extent permitted under the laws of this state. Such indemnification shall not be deemed to be exclusive of any other rights to which the indemnified person is entitled, consistent with law, under any provision of the Articles of Incorporation or Bylaws of the corporation, any general or specific action of the board of directors, the terms of any contract, or as may be permitted or required by common law.

The corporation may purchase and maintain insurance or provide another arrangement on behalf of any person who is a director or officer against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as a director or officer, whether or not the corporation would have the power to indemnify him or her against that liability under the laws of this state.

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**ISSUANCE OF SHARES FOR SERVICES**

After discussion by the board of directors, it was  
RESOLVED, that the corporation shall issue shares of its stock in payment of services for  
the corporation, as follows:

Name	No. Shares	Description of Services	Value of Services
John L. Mee	200,000	Salary 2002	\$200,000
John L. Mee	300,000	Salary 2003	\$300,000
John L. Mee	350,000	Salary 2004	\$350,000
John L. Mee	400,000	Salary 2005	\$400,000
John L. Mee	400,000	Salary 2006	\$400,000
John L. Mee	450,000	Salary 2007	\$450,000
John L. Mee	450,000	Salary 2008	\$450,000
John L. Mee	450,000	Salary 2009	\$450,000
Rita A. Mee	50,000	Salary 2002	\$ 50,000
Rita A. Mee	100,000	Salary 2003	\$100,000
Rita A. Mee	250,000	Salary 2004	\$250,000
Rita A. Mee	300,000	Salary 2005	\$300,000
Rita A. Mee	300,000	Salary 2006	\$300,000
Rita A. Mee	300,000	Salary 2007	\$300,000
Rita A. Mee	350,000	Salary 2008	\$350,000
Rita A. Mee	350,000	Salary 2009	\$350,000
Mark N. Yavelow	100,000	Management consulting	\$100,000

RESOLVED FURTHER, that the board of directors determines that the fair value of such  
services for this corporation in monetary terms is the amount shown above.

RESOLVED FURTHER, that the officers of this corporation are directed to execute  
documents and take other actions necessary to issue the shares listed above.



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**ISSUANCE OF SHARES FOR INDEBTEDNESS CANCELED**

After discussion by the board of directors, it was

RESOLVED, that this corporation shall issue its shares of its stock in consideration of indebtedness canceled, as follows:

Name	No. Shares	Description of Indebtedness	Amount Canceled
Aniello J. and Mildred J. Ariano Revocable Trust	200,000	Loans to corp.	\$200,000

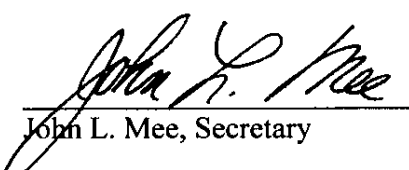
RESOLVED FURTHER, that the board of directors determines that the fair value of the indebtedness to this corporation canceled in return for the issuance of the above shares in monetary terms is the dollar amounts shown above.

RESOLVED FURTHER, that the officers of this corporation are authorized to sign documents on behalf of the corporation and take any other action necessary to issue the shares listed above.

FURTHER RESOLVED that the signing of these minutes shall constitute full ratification thereof.

There being no further business before the meeting, on motion duly made, seconded, and carried, the meeting was adjourned.

- Meeting adjourned at 1:30 p.m.
- Minutes submitted by Secretary, John Mee

  
John L. Mee, Secretary

  
John L. Mee, Chairman