

P.06000118092

(Requestor's Name)

Alessandri & Alessandri, P.A.  
Certified Public Accountants  
5121 Ehrlich Road  
Suite 107-B  
Tampa, Florida 33624

(City/State/Zip/Phone #)

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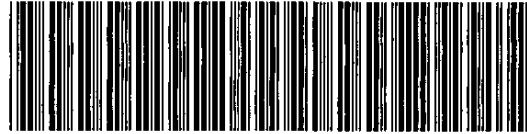
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Articles of Amendment


DOCUMENT NUMBER: PO6000118092

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

Please return all correspondence concerning this matter to the following:

*Please return  
filed Amendment  
to: →  
Thank You*

P. David Alessandri, CPA  
(Name of Person)

 ALESSANDRI & ALESSANDRI, PA.  
CERTIFIED PUBLIC ACCOUNTANTS  
911 HIGHLAND AVENUE, SUITE 107N  
TAMPA, FLORIDA 33624

(Address)

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

P. David Alessandri CPA at ( 813 ) 969-1995  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$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  
409 E. Gaines Street  
Tallahassee, FL 32399

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Amendment  
to  
Articles of Incorporation  
of**

**'LJR GROUP INC.'**

**Document Number P06000118092**

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

**ADOPTED ARTICLE VI**

**Powers of Corporation and Term of Existence**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law of these Articles of Incorporation.

The Corporation shall have perpetual existence.

**ADOPTED ARTICLE VII**

**Bylaws and Amendment**

The Board of Director(s) of the Corporation shall have power, without the assent or vote

affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

## **ADOPTED ARTICLE VIII**

### **Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

## ADOPTED ARTICLE IX

### Directors

A. The business of the corporation shall be managed initially by a board of one (1) director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ADOPTED ARTICLE X**

**Long Term Employment Contract**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

**ADOPTED ARTICLE XI**

**Pre-Emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

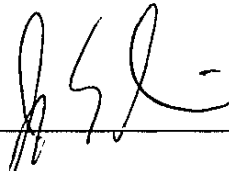
**ADOPTED ARTICLE XII**

**Fiscal Year and Section 1244, Election of IRC Sub-Chapter S**

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with the accept the duties and responsibilities as registered agent for 'LJR GROUP INC.'

x   
\_\_\_\_\_  
JEFFREY RABIN





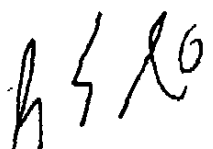
**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**

**LJR GROUP, INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

LJR Group, Inc. a corporation of the State of Florida, whose registered office is located at 19239 N. Dale Mabry Hwy, Suite 231, Lutz, Florida 33548 certifies pursuant to the laws of the State of Florida that a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on October 2, 2006, it was resolved, by the unanimous vote of the holders of the shares of capital stock entitled to vote, that ARTICLE VI, ARTICLE VII, ARTICLE VIII, ARTICLE IX, ARTICLE X, ARTICLE XI AND ARTICLE XII be adopted as Articles of Amendment to Articles of Incorporation.

Attached as an adendum is the signed and notarized Articles of Amendment to Articles of Incorporation of LJR Group, Inc., Document Number P06000118192.



\_\_\_\_\_  
Jeffrey Rabin, Vice President  
LJR Group, Inc.

10/10/06  
Date