

PO8 000012/85

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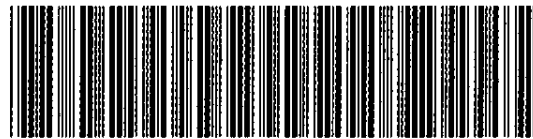
(Business Entity Name)

(Document Number)

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Amend

FILED
08 MAR 20 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts MAR 24 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BERKLEY CAPITAL CORP.

DOCUMENT NUMBER: P080000012185

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

Please return all correspondence concerning this matter to the following:

BARRY GLOBERMAN
(Name of Contact Person)

BERKLEY CAPITAL CORP.
(Firm/ Company)

931 Clint Moore Rd.
(Address)

BOCA RATON FL 33487
(City/ State and Zip Code)

For further information concerning this matter, please call:

BARRY GLOBERMAN at (561) 676-7031
(Name of Contact 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

BERKLEY CAPITAL CORP.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO8000012185

(Document number of corporation (if known))

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

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II The principal place of business
is changed to
Address: 931 Clint Moore Rd, Boca Raton, FL 33487

The mailing address of the
corporation is changed to
931 Clint Moore Rd, Boca Raton, FL 33487

Article VII: The initial officers of the Corporation
is amended to delete Marcandrea Musa as president
and ~~manager~~ ^{appointing} Barry GLOBERMAN, president and
Joyce Rubin, vice president both at 16819 Knightsbridge Lane
Delray Beach FL 33484
(Attach additional pages if necessary)

If an amendment provides for 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: March 19, 2008

Effective date if applicable: March 19, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved 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.

Signature Barry Globerman
(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)

Barry GLOBERMAN
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35