

To: Fl Dept. of State  
Subject: 001190.4886

From: [unclear]

Monday, March 06, 2006 3:29 PM

**PA5000060903**

Florida Department of State  
Division of Corporations  
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Division of Corporations  
Fax Number : (850)205-0380

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850)222-1173  
Fax Number : (850)224-1640

01190.48866

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**PALM TOWERS SOUTH, INC.**

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TALLAHASSEE, FLORIDA

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Amend  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALM TOWERS SOUTH, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST: Amendments adopted:**

The first paragraph of Article III is deleted in its entirety and the following is inserted in lieu thereof:

"The authorized capital stock of the Corporation shall consist of 1,000 shares of Class A Voting Common Stock, par value \$1.00 per share ("Class A Voting Common Stock") and 9,000 shares of Class A Non-Voting Common Stock, par value \$1.00 per share ("Class A Non-Voting Common Stock")(collectively, the "Stock")."

Article XI, Part 6 is deleted in its entirety and the following is inserted in lieu thereof :

**"ARTICLE XI**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Class A Voting Common Stock Shares."

A new Article XII shall be inserted as follows:

**"ARTICLE XII**

Unless otherwise required by law, all matters submitted to the Shareholders shall be voted upon by each Shareholder of Class A Voting Common Stock and each share of Class A Voting Common Stock shall have one vote per share."

**SECOND:** The provisions for implementing the Articles of Amendment are as follows: The existing Shareholders of Voting Common Stock in the Corporation: Joseph Nudelman (500 shares) and Norma Nudelman (500 shares), will surrender their respective stock certificates to the Corporation. In exchange for each ten (10) shares of Voting Common Stock surrendered, each Joseph Nudelman, Inc. shareholder shall receive one (1) share of Class A Voting Common Stock and nine (9) shares of Class A Non-Voting Common Stock. Following the recapitalization, Joseph Nudelman will own Fifty (50) shares of Class A Voting Common Stock and Four Hundred Fifty (450) shares of Class

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A Non-Voting Common Stock, Norma Nudelman will own Fifty (50) shares of Class A Voting Common Stock and Four Hundred Fifty (450) shares of Class A Non-Voting Common Stock.

**THIRD:** The Articles of Amendment were adopted on January 2, 2006.

**FOURTH:** The Amendments were approved by the Shareholders. The number of votes cast for the Articles of Amendment were sufficient for approval.

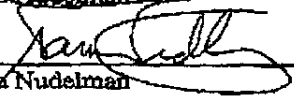
Signed this 27th day of February, 2006.

By:   
Joseph Nudelman, President

By:   
Norma Nudelman, Secretary

DIRECTORS:

  
Joseph Nudelman

  
Norma Nudelman

SHAREHOLDERS:

  
Joseph Nudelman

  
Norma Nudelman

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