

L. VAN STILLMAN, P.A.  
Attorney-At-Law

301 Yamato Road, Suite 1200  
BOCA RATON, FLORIDA 33431  
(561) 989-8400

P 96000066 702

February 4, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002423762--8  
-02/06/98--01057--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: GENESIS GAMING MANAGEMENT, INC.

Gentlemen:

Enclosed herein, please find the Articles of Amendment of the Articles of Incorporation for Genesis Gaming Management, Inc. Check no. 1288 in the amount of \$87.50 is also a part hereof representing the \$35.00 filing fee and the \$52.50 certified copy fee.

Should you have any questions regarding the foregoing, please contact the undersigned at (561) 989-8400.

Van Stillman  
AUTHORIZATION BY PHONE TO  
DATE 3/4  
SEC. EXAM. HRC

Very truly yours,

LAW OFFICE OF L. VAN STILLMAN,

L. Van Stillman  
L. Van Stillman, Esquire

FILED  
98 MAR -3 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LVS:kni  
Enclosures (2)

020498secstate.ltr.wpd

NC 4  
DOB 3-4  
2544, 563  
DOB  
2/10

**L. VAN STILLMAN, P.A.**

ATTORNEY-AT-LAW

301 YAMATO ROAD, SUITE 1200  
**BOCA RATON, FLORIDA 33431**  
(561) 989-8400

February 27, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: GENESIS GAMING MANAGEMENT, INC.**

Gentlemen:

Enclosed herein, please find the Articles of Amendment of the Articles of Incorporation for Genesis Gaming Management, Inc. Your letter of February 10, 1998 is also included. The name has been changed to Genesis Business Management, Inc., which I checked on the web cite, and found no conflicts. Additionally, the date of the amendments is included in the document.

Should you have any questions regarding the foregoing, please contact the undersigned at (561) 989-8400.

Very truly yours,  
**LAW OFFICE OF L. VAN STILLMAN, P.A.**

  
\_\_\_\_\_  
L. Van Stillman, Esquire

LVS:kni  
Enclosures (2)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1998

L. VAN STILLMAN P.A.  
301 YAMATO ROAD  
SUITE 1200  
BOCA RATON, FL 33431

SUBJECT: GENESIS GAMING MANAGEMENT, INC.  
Ref. Number: P96000066702

We have received your document for GENESIS GAMING MANAGEMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

→ The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 398A00007519

**FIRST ARTICLES OF AMENDMENT  
OF  
THE ARTICLES OF INCORPORATION  
OF  
GENESIS GAMING MANAGEMENT, INC.**

**FILED**  
98 MAR -3 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mary Ann Tomeo, certifies that she is the President of **GENESIS GAMING MANAGEMENT, INC.**, a Florida corporation (hereinafter referred to as the "Corporation" or the "Company"); that the Board of Directors of the Corporation on the 26<sup>th</sup> day of February, 1998 adopted the following amendments to the Articles of Incorporation, which were presented at a special meeting of the shareholders as set forth below, and declares:

**FIRST:** That at a meeting of the Board of Directors held on the 26<sup>th</sup> day of February, 1998 of **GENESIS GAMING MANAGEMENT, INC.**, resolutions were duly adopted setting forth proposed amendments to the Articles of Incorporation, declaring said amendments to be advisable and calling for a special meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendments are as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing and/or adding the following Articles to read as follows:

**ARTICLE 1: NAME.** *The name of the corporation shall be changed, and the new name of the corporation shall be **GENESIS BUSINESS MANAGEMENT, INC.***

**ARTICLE 6: DIRECTORS**

6 (a): **NUMBER OF DIRECTORS:** *The number of directors of the Corporation shall be subject to the Corporation's bylaws (the "Bylaws"), provided however, the number of directors of the Corporation may not be fewer than two unless the Corporation has fewer than two stockholders, in which case the number of directors may not be fewer than the number of stockholders. The Board of Directors is authorized to make, alter or repeal the Bylaws or any provision thereof, provided, however, that any such alteration or repeal shall be adopted by the affirmative vote of at least two-thirds (2/3) of the directors then in office at a meeting of the Board of Directors for that purpose or by written resolution setting forth and declaring advisable such alteration or repeal.*

6 (b): **CLASS' OF DIRECTORS:** *If there shall be more than one director, the directors shall be classified, in respect solely to the time for which they shall severally hold office, by dividing them into three classes (two classes if there are only two directors), each such class to be as nearly as possible equal in number of directors to each other class. IF there are three or more directors: (i) the first term of office of directors of the first class shall expire at the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such date; (ii) the term of office*

**GENESIS GAMING, INC.**  
**FIRST ARTICLES OF AMENDMENT OF**  
**THE ARTICLES OF INCORPORATION**  
**FEBRUARY 26, 1998**  
**PAGE 2**

---

*of the directors of the second class shall expire on the one year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such one year anniversary; and (iii) the term of office of the directors of the third class shall expire on the two year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each three year anniversary of such two year anniversary. If there are two directors: (i) the first term of office of directors of the first class shall expire at the first annual meeting after their election, and thereafter such terms shall expire on each two year anniversary of such date; and (ii) the term of office of the directors of the second class shall expire on the one year anniversary of the first annual meeting after their election, and thereafter such terms shall expire on each two year anniversary of such one year anniversary. If there is one director, the term of office such director shall expire at the first annual meeting after his election. At each succeeding annual meeting, the stockholders of the Corporation shall elect directors for a full term or the remainder thereof, as the case may be, to succeed those whose terms have expired. Each director shall hold office for the term for which elected and until his or her successor shall be elected and shall qualify, or until he or she shall resign or be removed as set forth below.*

*6 (c): REMOVAL OF DIRECTORS: Any directors, any class of directors or the entire Board of Directors may be removed from office by stockholder vote at any time, without assigning any cause, but only if the holders of not less than two-thirds (2/3) of the outstanding shares of capital stock of the Corporation entitled to vote upon election of directors, voting together as a single class, shall vote in favor of such removal.*

*6 (d): Liability of Directors: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided however, that the foregoing clause shall not eliminate or limit the liability of a director for the following: (i) any breach of such director's duty of loyalty to the Corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the General Corporation Law of the State of Delaware; or (iv) any transaction from which such director derived an improper personal benefit.*

*ARTICLE 7: CAPITALIZATION:. The total number of shares of capital stock which the Corporation has the authority to issue in sixty million (60,000,000). The total number of shares of common stock which the Corporation is authorized to issue is fifty million (50,000,000) and the par value of each share of such common stock is one-tenth of one*

**GENESIS GAMING, INC.**  
**FIRST ARTICLES OF AMENDMENT OF**  
**THE ARTICLES OF INCORPORATION**  
**FEBRUARY 26, 1998**  
**PAGE 3**

---

cent (\$.001) for an aggregate par value of fifty thousand dollars (\$50,000). The total number of shares of preferred stock which the Corporation is authorized to issue is ten million (10,000,000) and the par value of each share of such preferred stock is one-tenth of one cent (\$.001) for an aggregate par value of ten thousand dollars (\$10,000). The voting powers, designations, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions, if any, of the preferred stock, in one or more series, shall be fixed by one or more resolutions providing for the issuance of such stock adopted by the Corporation's board of directors (the "Board of Directors") and the Board of Directors is expressly vested with authority to adopt one or more such resolutions.

*ARTICLE 9: Prohibition Against Stockholder Action by Consent. Effective MARCH 1, 1998, the stockholders of the Corporation may only take action by vote at an annual or special meeting of the stockholders. The stockholders of the Corporation may not take any action by consent (written or otherwise) in lieu of taking action at an annual or special meeting of stockholders.*

*ARTICLE 16: Amendments. Any amendment hereof shall be made and effected only as follows: (a) the Board of Directors shall adopt such amendment by the affirmative vote of at least two-thirds (2/3) of the directors then in office at a meeting of the Board of Directors called for that purpose or by written resolution which sets forth and declares advisable the proposed amendment, and the Board of Directors shall either call a special meeting of the stockholders entitled to vote in respect thereof for consideration of such amendment or direct that the proposed amendment be considered at the next annual meeting of stockholders; (b) such amendment shall thereafter be submitted for consideration by the stockholders at such special or annual meeting; and (c) each such proposed amendment shall be approved by the affirmative vote of two-thirds (2/3) of the outstanding shares of each class and series, if any, of capital stock of the Corporation entitled to vote thereon.*

*ARTICLE 17: Indemnification. The Corporation, by action of the Board of Directors, may indemnify its directors, officers, agents and/or employees to the fullest extent permitted by the General Corporation Law of the State of Delaware, as such law is amended from time to time.*

**SECOND:** That thereafter, pursuant to a resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon

GENESIS GAMING, INC.  
FIRST ARTICLES OF AMENDMENT OF  
THE ARTICLES OF INCORPORATION  
FEBRUARY 26, 1998  
PAGE 4

---

notice in accordance with the General Corporation Law of the State of Florida at which meeting the necessary number of shares as required by statute were voted in favor of each and every one of the amendments presented, as set forth in "FIRST" above. The date of adoption by the shareholder is February 26, 1998.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of the general Corporation Law of the State of Florida.

I, THE UNDERSIGNED, being the President of the hereinbefore named corporation, for the purpose of amending the Articles of Incorporation pursuant to the General Corporation Law of Florida, do make this certificate of amendment hereby declaring and certifying that this is my act and deed and the facts herein states are true, and accordingly have hereunto set my hand this 27<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
Mary Ann Tomeo