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Of Counsel

Reply to Boca Raton Office

January 10, 2001

Florida Division of Corporations

Amendment Section

Post Office Box 6327

Tallahassee, FL 32314

300003538733--8

-01/16/01--01129--009

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Subject: Articles of Amendment for Florida Discount Securities, Inc.

Dear Sir or Madam:

Enclosed for filing please find the Articles of Amendment, Certified Copy of Resolutions of Shareholders and Acceptance of Registered Agent.

Also enclosed please find a check (#1115) in the amount of \$43.75 representing the filing fee of \$35 plus \$8.75 for a certified copy of the enclosed.

Should you require any further information or have any questions, please feel free to contact me office. Thank you for your assistance.

Very truly yours,

Alan Foxman, Esq.

01 JAN 16 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amend

T BROWN JAN 18 2001

**ARTICLES OF AMENDMENT  
OF  
FLORIDA DISCOUNT SECURITIES, INC.**

1. The name of the corporation is FLORIDA DISCOUNT SECURITIES, INC. a corporation organized and existing under the laws of the State of Florida.
2. Article I of the original Articles of Incorporation is deleted and the following new Article I is substituted in lieu thereof:

ARTICLE I. NAME

The name of the corporation shall be:

Florida Discount Securities, Inc.

The address of the principal office of this corporation shall be 2500 N. Military Tr. Suite 460, Boca Raton, FL 33431, and the mailing address of the corporation shall be the same.

3. Article IV of the original Articles of Incorporation is deleted and the following new Article III is substituted in lieu thereof:

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of this corporation shall be 2500 N. Military Tr. Suite 460, Boca Raton, FL 33431, and the name of the registered agent of the corporation at that address is: Bruce Rich.

4. Article VI of the original Articles of Incorporation is deleted and the following new Article III is substituted in lieu thereof:

ARTICLE VI. OFFICERS AND DIRECTORS

The Names and addresses of the Officers and Directors are:

Bruce Rich	President/Director
2500 N. Military Tr. Suite 460	
Boca Raton, FL 33431	

5. This amendment was adopted on June 30, 2000.
6. This amendment was approved by the shareholders of the corporation at a meeting held for that purpose on November 30, 2000. At said meeting all outstanding shares of common stock were represented and voted unanimously in favor of adoption of this amendment

In witness whereof I have hereunto subscribed my name this 19<sup>th</sup> day of December 2000

Florida Discount Securities, Inc.

by:

Bruce Rich

President

FILED  
01 JAN 16 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN AMENDED ARTICLES OF INCORPORATION**

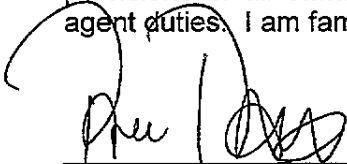
**CORPORATION:**

**Florida Discount Securities, Inc.**

**REGISTERED AGENT/OFFICE:**

**Bruce Rich  
2500 N. Military Tr. Suite 460  
Boca Raton, FL 33431**

I, Bruce Rich hereby agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
Bruce Rich

**CERTIFIED COPY OF RESOLUTIONS  
ADOPTED BY THE SHAREHOLDERS, OFFICERS AND DIRECTORS OF  
FLORIDA DISCOUNT SECURITIES, INC.**

WE, THE UNDERSIGNED, DO HEREBY CERTIFY that we are the sole shareholders and the duly elected and acting Officers and Directors of FLORIDA DISCOUNT SECURITIES, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), that the following is a true and correct copy of resolutions duly adopted by the shareholders, officers and directors of the Corporation, and that said resolutions have not been annulled, amended or modified in any way or manner and are in full force and effect:

**RESOLVED**, that this Corporation is hereby authorized to file the Amended Articles of Incorporation, a copy of which is attached hereto, changing the principal office and mailing address of this corporation to 2500 N. Military Tr. Suite 460, Boca Raton, FL 33431, and changing the name of the registered agent of the corporation at that address to Bruce Rich and, finally, naming as the new officers and directors of this corporation the following individuals who shall have the titles designated:

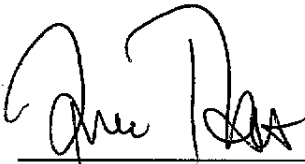
Bruce Rich	President/Director
2500 N. Military Tr. Suite 460	
Boca Raton, FL 33431	

**FURTHER RESOLVED**, that the officers and directors of this Corporation are hereby authorized to take any and all such actions and to execute and deliver on behalf of this Corporation all such instruments and documents as they, or any of them, shall deem necessary or advisable in connection with the foregoing, and to carry out the intent of the foregoing resolution, and any such action or execution and delivery of any such instrument or document by any such officer shall be conclusive evidence that said officer or director deems the same and all the terms and provisions thereof to be necessary or advisable.

**FURTHER RESOLVED**, that all acts heretofore done or performed, in the name of and on behalf of this Corporation, in connection with the transactions hereby approved by these resolutions, are hereby ratified, confirmed, approved and adopted in all respects.

This Consent may be executed in any number of counterparts, all of which together shall constitute one original Consent.

Dated: 12/19/00

  
\_\_\_\_\_  
Bruce Rich, President