

P980000/0266

Division of Corporations

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Florida Department of State
Division of Corporations
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BARCLAY'S GROUP DEVELOPMENT, INC.

Certificate of Status	1
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Amend Name chg/ cc/cu-3
@ 12.7.05

H05000280230

FILED

05 DEC -7 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Barclay's Group Development, Inc.

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

P98000010266

(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):

BAG Ventures, Inc.

(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)

Robert Wyner is deleted as Chairman of the Board and Director of the Corporation.

Gregory Weadock is deleted as President, Secretary and Treasurer of the Corporation.

Shirley Wyner is deleted as a Director of the Corporation.

The directors and officers of the Corporation are now:

Wayne Gerl, President and Director, 249 Peruvian Ave., Ste. F-5, Palm Beach, FL 33480

Jason L. Wyner, Director, 249 Peruvian Ave., Ste. F-5, Palm Beach, FL 33480

Iraj Motazed, Director, 249 Peruvian Ave., Ste. F-5, Palm Beach, FL 33480

Mauricio Esteves, Secretary, Treasurer and Director, 1077 30th Street NW, Ste. 805, Washington, DC 20007

Boris Blatnick, Director, 1077 30th Street NW, Ste. 605, Washington, DC 20007

(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)

(continued)

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The date of each amendment(s) adoption: 12/01/2005

Effective date if applicable: 12/01/2005
(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 Wayne Gerl
(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)

Wayne Gerl
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

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