

P99000028235



FILED  
99 DEC 13 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 513038 7156330  
AUTHORIZATION :  
COST LIMIT : \$ *Patric* 40.75

ORDER DATE : December 13, 1999

ORDER TIME : 1:32 PM

ORDER NO. : 513038-005

000003068450-0

CUSTOMER NO: 7156330

CUSTOMER: Ms. Vicky J. Lavache  
Merit First Incorporated  
120 North U.s. Highway One  
#100  
Jupiter, FL 33469

RECEIVED  
99 DEC 13 PM 3:55  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GREENHOLD GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

C. COULLETTE DEC 14 1999

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: \_\_\_\_\_

**GREENHOLD GROUP, INC.**

561-747-0244

120 N. U.S. Highway One, Suite 100  
Tequesta, FL 33469

December 9, 1999

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Dear Sirs:

I herewith enclose for filing the original executed ARTICLES OF AMENDMENT to the ARTICLES OF INCORPORATION of GREENHOLD GROUP, INC.

I further enclose a check in the amount of \$87.50 to cover the following fees:

Filing Fee - Amendment to Articles . . . . .	\$ 35.00
Certified Copy . . . . .	<u>52.50</u>
	\$ 87.50

Please return the certified copy to this address.

Thank you for handling. If there are any questions, please contact me directly.

Yours truly,

  
John O'Keefe

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GREENHOLD GROUP, INC.**

FILED  
99 DEC 13 PM 4: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, the undersigned corporation certifies as follows and adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: GREENHOLD GROUP, INC.
2. The Articles of Incorporation of the said Florida corporation were filed on March 22, 1999, and assigned document # P99000028235.
3. The following amendments of the Articles of Incorporation were adopted by the sole incorporator of the corporation, there being no shares yet issued by the corporation.

ARTICLES III and VI are hereby deleted in their entirety and new ARTICLES III and VI are adopted as follows:

"ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of Fifty Million (50,000,000) shares of voting common stock, having a par value of \$.001 each, amounting in the aggregate to Fifty Thousand Dollars ( \$50,000.00). All stock when issued shall be fully paid for and shall be nonassessable and shares of the Corporation are not to be divided into classes.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation. In any event, dividends on the common stock of this Corporation shall have no cumulative rights whatsoever and dividends will not accumulate if the Directors do not declare dividends, whether or not there is a surplus available to the Board of Directors for payment of dividends.

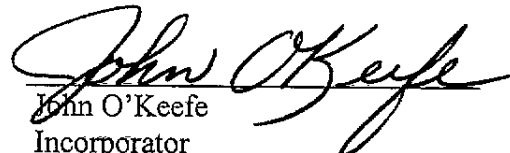
Each shareholder of this Corporation shall have one vote per share of issued and outstanding shares."

"ARTICLE VI - DIRECTORS

The Corporation shall have a maximum of seven (7) Directors,  
under such terms and conditions as shall be specified in the Bylaws."

4. The date of adoption for each of the above amendments is December 1,  
1999.

Signed this 9<sup>th</sup> day of December 1999.

  
John O'Keefe  
Incorporator