430549

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/18/05

OMNISPHERE CORP.

March 24, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **Articles of Amendment to the Articles**
Of Incorporation of Omnisphere Corporation
Document No. of Corporation 430549

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation for Omnisphere Corporation and a check for $43.75 to cover the filing fee and the cost of one certified copy. I enclose a self-addressed stamped envelope for your use in returning the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,

Alexander F. Valdes
President

Enclosures

8701 SW 137 AVE. SUITE 205 MIAMI, FL 33183
TEL. 305 388 4075 • FAX 305 388 5380

Articles of Amendment
to
Articles of Incorporation
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OMNISPHERE CORPORATION

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

430549

(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):

(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)

ARTICLE IV is hereby amended to add the following new paragraph:

"In addition to the aforesaid voting common stock, the corporation may issue Sixty Thousand (60,000) shares of non-voting common stock without par value. Each class of stock shall be identical in all respects, except that the non-voting stock shall carry no right to vote on any matter presented to the stockholders for their vote or approval, and no right to vote for the election of directors to the corporation, except only as the laws of this State require that voting rights be granted to such non-voting stock. Said non-voting shares shall be subject to the same restrictions on transfers as the voting common stock.

(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)

N/A

(continued)

The date of each amendment(s) adoption: March 1, 2005

Effective date if applicable: upon filing with the Department of State

(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.

Signed this 1st day of April, 2005.

Signature [signature]

(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)

Alexander F. Valdes

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: $35