

490721

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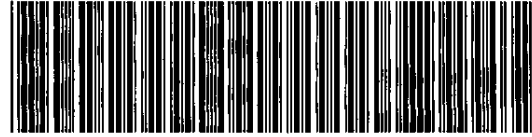
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Becker & Poliakoff, P.A.

DOCUMENT NUMBER: 490721

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth Thomas
Name of Contact Person

Becker & Poliakoff, P.A.
Firm/ Company

3111 Stirling Road
Address

Ft. Lauderdale, Florida 33312
City/ State and Zip Code

slesser@becker-poliakoff.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beth Thomas at (954) 364-6002
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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(Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ARTICLES OF AMENDMENT

BECKER & POLIAKOFF, P.A.

Pursuant to Florida Statute 607.1006, the Articles of Incorporation of the above named corporation are hereby amended as follows:

1. Article III is hereby amended and restated in its entirety to read as follows:

**ARTICLE III
STOCK**

The maximum number of shares of stock this corporation (the "Corporation") is authorized to issue and have outstanding at any one time is 1,102 shares divided into four classes as follows: 1,000 shares shall be Preferred Stock having a par value of one cent (\$.01) per share, 2 shares shall be Class A Voting Common Stock having a par value of one cent (\$.01) per share, 50 shares shall be Class B Voting Common Stock, having a par value of one cent (\$.01) per share, and 50 shares shall be Class C Non-Voting Common Stock, having a par value of one cent (\$.01) per share.

The preferences, qualifications, limitations and restrictions and the special relative rights with respect to the shares of each class are as follows:

3.1 The holders of Preferred Stock shall be entitled to receive the net assets of the Corporation upon liquidation in proportion to their ownership of shares of Preferred Stock. In addition, the holders of Preferred Stock shall be entitled to receive any dividends declared by the Corporation in preference to and priority over the holders of any class of Common Stock. The holders of Common Stock of any class shall not have any rights to the net assets of the Corporation upon liquidation.

3.2 The holders of Class A Voting Common Stock may, by concurrence of each of the outstanding two shares, veto any matter approved by the holders of the Class B Voting Common Stock or the Management Committee of the Corporation; providing, however, the veto of the Class A Voting Common Stock may be overridden by a vote or written consent of sixty six and two-thirds percent (66 2/3%) of the Class B Voting Common Stock. Further, in matters relating to salaries, bonuses, admission of new Shareholders and the expulsion of existing Shareholders, the consent and concurrence of each of the holders of Class A Voting Common Stock shall be required providing, however, the non-consent of any holder of Class A Voting Common Stock may be overridden by a vote or written consent of sixty six and two-thirds percent (66 2/3%) of the Class B Voting Common Stock.

3.3 Each holder of Class B Voting Common Stock of this corporation shall be entitled to one (1) vote for each share of Class B Voting Common Stock standing in his or her name at any and all meetings of the shareholders of this corporation.

3.4 Except as otherwise provided by law, no holder of Preferred Stock or Class C Non-Voting Common Stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the differences in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions and the special or relative rights with respect to each class of Common Stock of the corporation shall be identical in all respects to those of the other classes of Common Stock.

2. Article V is hereby amended and restated in its entirety to read as follows:

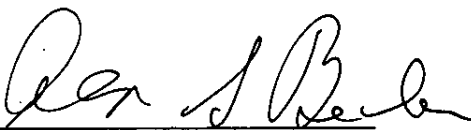
**ARTICLE V
DIRECTORS**

This corporation shall have at least one director. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall never be less than one. Only persons holding Class A or Class B Voting Stock of the corporation shall be entitled to be elected as a director of the corporation. The powers of the board shall be limited to those granted to it from time to time by the Bylaws of the corporation.

3. The foregoing amendments were adopted on April 23, 2010.

4. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Whereof the undersigned has executed these Articles of Amendment this 23rd day of April, 2010.



as president