

F02000003905

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08 OCT 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C.COULLIETTE

OCT 24 2008

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Retirement Exchange, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F02000003905

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gregory Levine, Esq.
(Name of Contact Person)

Gregory Levine, Esq.
(Firm/Company)

225 Brewers Bridge Rd, Suite B1
(Address)

Jackson, NJ 08527
(City/State and Zip Code)

For further information concerning this matter, please call:

Gregory Levine at (212) 480-4147 x2
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

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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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F02000003905

(Document number of corporation (if known))

1. Retirement Exchange, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 7/31/2002
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 14, 2008

5. JUPITER DISTRIBUTION PARTNERS, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

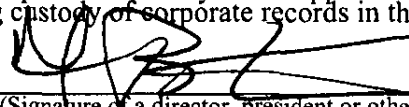
6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Frederick Barstein

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
08 OCT 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:23 AM 10/14/2008
FILED 11:23 AM 10/14/2008
SRV 081034271 - 3528453 FILE

**STATE of DELAWARE
CERTIFICATE of AMENDMENT
to the
CERTIFICATE of INCORPORATION
of
RETIREMENT EXCHANGE, INC.**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Retirement Exchange, Inc., resolutions were duly adopted setting forth a proposed amendment of Certificate of Incorporation of said corporation, declaring said amendment advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

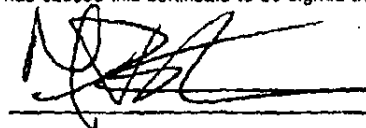
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "One" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Jupiter Distribution Partners, Inc."

SECOND: That thereafter, pursuant to a resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

In Witness Whereof, the said corporation has caused this certificate to be signed this 8th day of October, 2008.



Frederick D. Barstein
President

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RETIREMENT EXCHANGE, INC.", CHANGING ITS NAME FROM "RETIREMENT EXCHANGE, INC." TO "JUPITER DISTRIBUTION PARTNERS, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 2008, AT 11:23 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3528453 8100

081034271

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6912442

DATE: 10-15-08

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JUPITER DISTRIBUTION PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2008.

3528453 8300

081034271

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6912443

DATE: 10-15-08