

F02000004041

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 FEB 22 PM 12:06

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Cybernetics, Inc.
(Name of corporation)

DOCUMENT NUMBER: FO2 000004041

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jack Provow

(Name of person)

Alliance Systems Group Inc.

(Name of firm/company)

6574 N. State Road 7, Ste. 183

(Address)

Coconut Creek, FL 33073

(City/state and zip code)

For further information concerning this matter, please call:

Jack Provow

(Name of person)

at (954) 461-9032

(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)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 31, 2005

JACK PROVOW
6574 N. STATE RD. 7, STE. 183
COCONUT CREEK, FL 33073

SUBJECT: AMERICAN CYBERNETICS, INC.
Ref. Number: F02000004041

We have received your document for AMERICAN CYBERNETICS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 005A00006798

RECEIVED
05 FEB 22 AM 8:38
DIVISION OF CORPORATIONS

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)

F02000004041

(Document number of corporation (if known))

FILED
DIVISION OF CORPORATIONS
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1. American Cybernetics, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. August 8, 2002

(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? August 31, 2004

5. ALLIANCE Systems Group, 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.

(New duration)

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

(New jurisdiction)

Jack A. Provow

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

JACK A. PROVOW

(Typed or printed name of person signing)

1/24/05

(Date)

Vice President

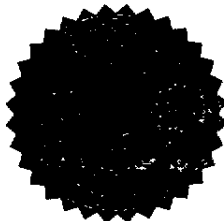
(Title of person signing)

Delaware

PAGE 1

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 "AMERICAN CYBERNETICS, INC.", CHANGING ITS NAME FROM "AMERICAN CYBERNETICS, INC." TO "ALLIANCE SYSTEMS GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2004, AT 3:54 O'CLOCK P.M.



3476302 8100

050106067

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3673532

DATE: 02-09-05

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of _____
AMERICAN CYBERNETICS, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be 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 "First" so that, as amended, said Article shall be and read as follows:

" The Name of the Company shall be:

ALLIANCE SYSTEMS GROUP, INC.

- **Second:** That thereafter, pursuant to 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.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY:

Jack A. Provon
(Authorized Officer)

NAME:

Jack A. Provon

(Type or Print)