## F03780

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#### TRANSMITTAL LETTER .

**TO:** Amendment Section Division of Corporations

SUBJECT:

ICBS INTERNATIONAL CORP.

**DOCUMENT NUMBER:** 

F03780

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

#### NATHAN LAPKIN

#### ICBS INTERNATIONAL CORP

#### 205 CHURCH STREET, SUITE 340

NEW HAVEN, CT 06510

For further information concerning this matter, please call:

JERRY GRUENBAUM

at

(203) 401-8089

Enclosed is a check for the following amount:

☐ \$35 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

# FEB 15 AMII

#### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ICBS INTERNATIONAL CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

(indicate article number(s) being

amended, added or deleted)

ARTICLE I NAME

N/A

ARTICLE IV

RETARY OF STATE

The following Article is being deleted:

#### "4.3 RESTRICTION ON NEWLY ISSUED SHARES

The newly issued capital stock of this corporation issued as of October 28, 2004 shall have no voting rights until the conditions as set forth in the acquisition dated September 24, 2004 which calls for a minimum of \$500,000 in cumulative profit, from January 1, 2005 to December 31, 2005 or shall obtain a minimum of \$1,000,000 addition finance on or before December 31, 2005 for up to 12,000,000 additional common shares, in the event said conditions are not met by December 31, 2005, these newly shares are cancelled."

### UNKNOW ARTICLE AMMENDMENT OF OFFICERS & DIRECTORS

The following Officers and Directors have Resigned:

Richard Howarth, Chairman, Chief Executive Officer and Director Garth McIntosh, Chief Operating Officer and Director George Tsoukas, Director

The following Officers and Directors have been amended or added

Jerry Gruenbaum, Chief Executive Officer, Chairman, Secretary and Director Nathan Lapkin, President, Chief Financial Officer and Director Ross Haugen, Vice President of Investor Relations

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment not contained in the amendment itself are as follows:

ICBS Richard Howarth ICBS 20001 20005 20005

#### RESIGNATION OF RICHARD HOWARTH

I Richard Howarth, hereby resign as Chief Executive Officer, Director and Chairman of ICBS International Corp., a corporation organized under the laws of the State of Florida.

R. J. Hunda

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#### RESIGNATION OF GARTH McINTOSH

I Garth McIntosh, hereby resign as Chief Operating Officer and Director of ICBS International Corp., a corporation organized under the laws of the State of Florida.

Alla In. 11,2008.

### Resignation of a Director

To: ICBS International Corporation And the Directors Thereof

I, George Tsoukas, hereby resign as a director And/ Or officer of ICBS International Corporation., a Florida Corporation, having its principal place of business at 205 Church Street, New Haven, CT., effective immediately.

Dated effective the 3rd, day of February 2005

Witnessed By

Antonella Petrolito

Attorney

THIRD: The date of each amendment's adoption: February 12, 2004, to be effective February 14, 2005

FOURTH: Adoption Amendment(s) (CHECK ONE)

[X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

[] The amendment(s) was/were approved by the shareholders through voting groups.

Signed this 14th day of February, 2005

Nathan Lapkin

President