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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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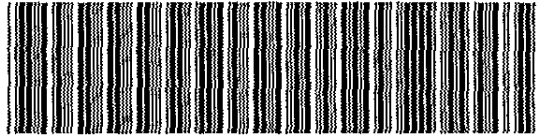
(Business Entity Name)

(Document Number)

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*Appidavit
Amending
Officers*

07/25/06--01049--010 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JUL 25 AM 10:38

DR
8/7/06

Law Offices
Blass & Frankel

PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS
sblass@blasfran.com

MELVIN F. FRANKEL
mfrankel@blasfran.com

SUITE 2130
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 377-9353
FACSIMILE • S.A. BLASS • (305) 372-3670
FACSIMILE • M.F. FRANKEL • (305) 371-6934

July 24, 2006

Via Federal Express

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Harrow Delaware, Inc., a foreign corporation
Document No. F06000001387

Gentlemen:

Enclosed please find the original Joint Action of Shareholders and Directors of Harrow Delaware Inc. and a check in the amount of \$35.00 for amending the officers and directors of this corporation.

As noted in the above referenced document, Paul Smith has resigned as Director, Chairman and officers of the corporation. Patrick Murphy has been appointed as the Sole Director and President of the company and has tendered his resignation as Vice President.

Should you have any further questions, please do not hesitate to contact our office at 305-377-9353. Thank you for your assistance in this matter.

Sincerely,



MELVIN F. FRANKEL

MFF/ds
Enclosures (as stated)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HARROW DELAWARE, INC.
(Name of Corporation)

DOCUMENT NUMBER: F06000001387

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MELVIN F. FRANKEL

(Name of Person)

BLASS & FRANKEL, P.A.

(Name of Firm/Company)

ONE SOUTHEAST THIRD AVENUE, SUITE 2130

(Address)

MIAMI, FL 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

MELVIN F. FRANKEL

(Name of Person)

at (305) 377-9353

(Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:

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

Mailing Address:

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

JOINT ACTION OF SHAREHOLDERS AND DIRECTORS OF
HARROW DELAWARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JUL 25 AM 10:38

The following actions have been taken by the unanimous approval of the shareholders and directors of Harrow Delaware, Inc., a Delaware corporation (the "Company"), as of July 15, 2006 ("Effective Date").

All of the authorized, issued and outstanding shares of the corporations capital stock, owned by Paul Smith, have been assigned as of the Effective Date, to HARROW INVESTMENTS, LTD., a Bermuda corporation, in consideration of the Assignee accepting and undertaking to fulfill any and all obligations of the Assignor to the company and/or its employees and officers.

Paul Smith has tendered his resignation as an officer, chairman and director of The Company to take effect as of the Effective Date and such resignation has been duly noted and is deemed accepted and effective as submitted.

The new sole shareholder, Harrow Investments, Inc. is represented by Rod Forrest, acting as its duly authorized officer and director and legal representative, who has joined in this Action of Shareholders, etc. The new sole shareholder has and does herewith appoint PATRICK MURPHY, 1324 Via Portofino, Naples, Florida 34108, as President and sole director of the Corporation, with full power and authority to designate such additional officers as be required in his sole discretion from time to time.

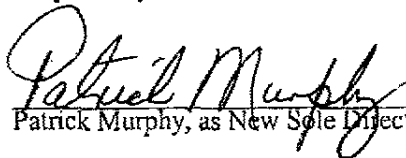
The Secretary of State, Corporate Division, is to be provided an Amendment to the Articles of Incorporation, whereby Patrick Murphy is designated as the sole director in Article 6 of the Certificate of Incorporation.

The Corporation shall prepare and execute an agreement of Indemnification and Hold Harmless of Mr. Murphy when acting in his respective corporate capacities.

The Officer and Director shall notify Vinson & Elkins, LLP, in Houston, Texas, that representation of the Corporation and its officers and directors, has been assumed by Blass & Frankel, P.A., 2130 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and that the corporate minute book, stock ledger and stock certificate book, shall be transferred to the new corporate attorneys forth with, and notice given of such change of representation to CT Corporate Systems.

This Memorandum, when signed by all parties, shall be and is deemed to be the official action of the Corporation.

Respectfully submitted,



Patrick Murphy, as New Sole Director and President

Ratified, confirmed and approved:

[Signature]

PAUL SMITH, retiring shareholder
officer, director and chairman

Executed: July 17, 2006

HARROW INVESTMENTS, LTD., a
Bermuda corporation

By: *[Signature]*

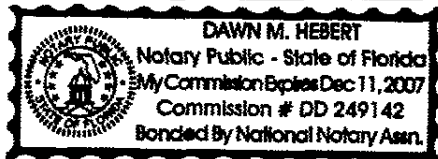
Rod Forrest, Authorized Representative
Officer and Director

Executed: July 17, 2006

STATE OF FLORIDA:

COUNTY OF COLLIER:

BEFORE ME, on the 31 day of July, 2006, personally appeared, Patrick Murphy, individually and in his capacity as newly appointed President and Sole Director of HARROW DELAWARE, INC., a Delaware corporation, qualified to do business in the State of Florida. He is personally known to me or has presented Florida Driver's License No. _____ as identification.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
Print Name: Dawn M. Hebert
Commission Number: DD 249142
My commission Expires: Dec. 11, 2007

~~ISLAND OF ANTIGUA~~ HAMILTON
~~BRITISH WEST INDIES~~ BERMUDA

Before me, the undersigned authority, personally appeared **PAUL SMITH** as retiring Officer, Director and Chairman of **HARROW DELAWARE, INC.**, a Delaware corporation and **ROD FORREST**, as Authorized Representative, Officer and Director of **HARROW INVESTMENTS, LTD.**, a Bermuda corporation, both of whom acknowledged their execution and signature above provided and each of whom is either personally known to me, or provided _____ and _____, as personal identification, this 17 day of July, 2006.

[Signature]
Notary Public, Island of Antigua, B.W.I.
HAMILTON, BERMUDA

My Commission Expires:

RICHARD T. HORSEMAN
NOTARY PUBLIC
FOR AND IN THE ISLANDS OF BERMUDA
"CHANCERY HALL", 52 REID STREET
HAMILTON HM12, BERMUDA
MY COMMISSION IS UNLIMITED AS TO TIME

