

F9T000003764

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2010 JUL 23 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AK
SJ
7-23-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICAN DIRECTIONS GROUP INC
Name of Corporation

DOCUMENT NUMBER: F 97000003764

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEPHEN S. ZUPPAS

Name of Contact Person

AMERICAN DIRECTIONS GROUP INC

Firm/Company

1350 CONNECTICUT AVE NW STE 1102

Address

WASHINGTON, DC 20036

City/State and Zip Code

STEVE Z @ AMERICAN DIRECTIONS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STEPHEN ZUPPAS

Name of Contact Person

at (202) 223-4747

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
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)

C-97000003764
(Document number of corporation (if known))

FILED
2010 JUL 23 PM 12:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. CLINTON AND COMPANY, INC
(Name of corporation as it appears on the records of the Department of State)
2. DISTRICT OF COLUMBIA
(Incorporated under laws of)
3. 4/97
(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? 17th FEBRUARY 2010

5. AMERICAN DIRECTIONS 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)

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.

Stephen S. Zuppas

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

STEPHEN S. ZUPPAS

(Typed or printed name of person signing)

CFO

(Title of person signing)

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and accordingly, this

CERTIFICATE OF AMENDMENT is hereby issued to:

CLINTON GROUP, INC. (THE)

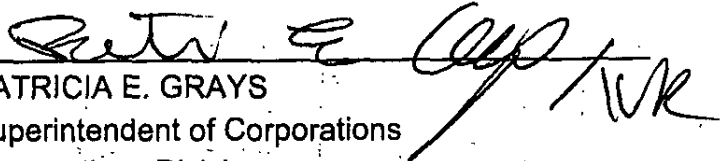
Name Changed To

AMERICAN DIRECTIONS GROUP, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **14th day of July, 2010.**

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
(After Acceptance of Subscription to Shares)

TO: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20002

Pursuant to the provisions of Title 29, Chapter 1 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Clinton Group, Inc.

SECOND: The following Amendment to the Articles of Incorporation was advised by the directors and adopted by shareholders of the corporation as of January __, 2010 in the manner prescribed by the Code of Laws of the District of Columbia.

THIRD: The name of the corporation is changed to American Directions Group, Inc.

The amendment received an affirmative vote of the holders of at least 2/3rds of the outstanding shares entitled to vote.

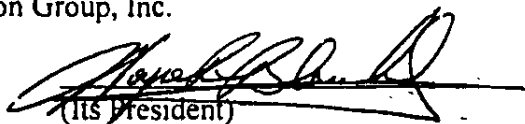
FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for amendment shall be effected, is as follows: No Change.

FIFTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows: No Change.

Date: January 14, 2010

The Clinton Group, Inc.

By:


(Its President)

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2-17-10