K29446

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 DEC 20 PM 3:00

file 12/20
after
NC-P06-107509

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Monarch Holdings, Inc.

DOCUMENT NUMBER: K29446

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joel Stohlman
(Name of Contact Person)

Monarch Holdings, Inc.
(Firm/ Company)

3322 Forest Vista Drive
(Address)

Dacula, GA 30019
(City/ State and Zip Code)

For further information concerning this matter, please call:

Joel Stohlman at (678) 596 6872
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

MONARCH HOLDINGS, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

K29446
(Document number of corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

ProConcept Marketing Group, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

3000:1 reverse split. see attached board resolution.

Name Change from Monarch Holdings, Inc. to

ProConcept Marketing Group, Inc.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 12/10/07

Effective date if applicable: 12/10/07
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
________________________________."
(voting group)

☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature ____________________________
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Joel Stohlman
(Typed or printed name of person signing)

President CEO
(Title of person signing)

FILING FEE: $35

RESOLUTION

OF THE BOARD OF DIRECTORS OF

MONARCH HOLDINGS, INC.

The undersigned, being the directors the ("directors"): of Monarch Holdings, Inc. a Florida corporation (the "Corporation") hereby waive the calling or holding of a meeting of the board of directors of the Corporation (the "board") and consent In writing as of November 16th, 2007 to the following actions, and direct that this unanimous written consent be filed by the corporation's Secretary with the minutes of proceedings of the Board.

WHEREAS, the Corporation has duly recorded the minutes of a special shareholders meeting held to adjust the number of the presently Issued and outstanding stock of the corporation.

IT IS HEREBY RESOLVED that the corporation and the President be authorized to conduct a 3000-1 reverse stock split of all of the Issued and outstanding common stock of the corporation.

FURTHER RESOLVED that the officers of the Corporation be and hereby are authorized, empowered and directed to take any and all actions and to execute, deliver and file any and all instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to consummate the stock reverse authorized by the foregoing resolution, the taking of such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was authorized hereby.

IN WITNESS WHEREOF, the undersigned being all of the Directors of MONARCH HOLDINGS, INC. have executed this Consent as of the day and year first written above.

Joel Stohlman

Joel Stohlman, President and Director

MONARCH HOLDINGS, INC.

RESOLUTION

OF THE BOARD OF DIRECTORS OF

MONARCH HOLDINGS, INC.

The undersigned, being the directors the ("directors"): of Monarch Holdings, Inc. a Florida Corporation (the "Corporation") hereby waive the calling or holding of a meeting of the board of directors of the Corporation (the "board") and consent In writing as of November 10th, 2007 to the following actions, and direct that this unanimous written consent be filed by the corporation's Secretary with the minutes of proceedings of the Board.

WHEREAS, the Corporation has duly recorded the minutes of a special shareholders meeting held to adjust the number of the presently Issued and outstanding stock of the corporation.

IT IS HEREBY RESOLVED that the corporation and the Board of Directors have authorized to elect Joel Stohlman as President and CEO of MONARCH HOLDINGS, INC.

FURTHER RESOLVED that the officers of the Corporation be and hereby are authorized, empowered and directed to take any and all actions and to execute, deliver and file any and all instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to consummate the name change authorized by the foregoing resolution, the taking of such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was authorized hereby.

IN WITNESS WHEREOF, the undersigned being all of the Directors of Monarch Holdings, Inc.. have executed this Consent as of the day and year first written above.

Joel Stohlman

Joel Stohlman, Director

WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
MONARCH HOLDINGS, INC.

October 24 2007

The undersigned, being all the members of the Board of Directors (the "Board") of MONARCH HOLDINGS, INC., a Florida corporation (the "Corporation"), in accordance with the provisions of Florida corporate law, does hereby consent in writing to the actions set forth in the following resolutions, to have full force and effect as if adopted at a duly called and convened special meeting of the Board of the Corporation:

WHEREAS, the Board has deemed it advisable and in the best interest of the Corporation to appoint additional directors to fill the vacant seats on the Board of the Company; and

WHEREAS, the Board has deemed it advisable and in the best interest of the Corporation to accept the resignation of certain members of the Board of the Company

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be, and hereby is, authorized and empowered to appoint the following as Members of the Board of Directors of the Company:

Joel Stohlman
Reid Stone

NOW, THEREFORE, BE IT RESOLVED, that the Corporation be, and hereby is, authorized and empowered to accept the resignation of the following as Members of the Board of Directors of the Company:

Bill Williams ____________

William Coates ____________

____

____

RESOLVED, that any officer of the Corporation, and each of them acting singly, be and hereby is, authorized, empowered and directed, *from time to time*, to take such additional action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or such other persons or entities, such additional agreements, documents and instruments as such officer of the Corporation may deem necessary, convenient, appropriate, desirable or proper, as the case may be, to implement the provisions of the foregoing resolutions and to consummate the transactions contemplated thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefor; and be it further

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the officers of the Corporation, on behalf of the Corporation, in connection with the implementation of the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the foregoing resolutions were duly adopted by all the members of the Board of the Corporation as of the date first above written.

MEMBERS OF THE BOARD OF DIRECTORS

Bill Coulter

Bill Villim

____

____