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NO. 914 P. 1 of 1

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Florida Department of State
Division of Corporations
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BARRIELLE INTERNATIONAL LTD., INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
BARRIELLE INTERNATIONAL LTD., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **BARRIELLE INTERNATIONAL LTD., INC.**

2. The following Amendment of the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 18th day of JULY, 2008, in the manner prescribed by Florida law.

Article III of the Articles of Incorporation filed with the Secretary of State of Florida on April 2, 1990, is deleted and in lieu thereof the following Article III is added:

ARTICLE III
Capital Stock

The Corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares;" and ONE THOUSAND (1,000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares." The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A

shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock."

3. On the Effective Date, for each ONE HUNDRED (100) shares of common stock of the Corporation, then issued and outstanding and all rights in respect thereof, shall be exchanged, without any action on the part of the Shareholder, for TWO (2) shares of Class A Voting Common Stock and NINETY EIGHT (98) shares of Class B Nonvoting Common Stock.

4. On the Effective Date, each holder of shares of the common stock issued and outstanding on the Effective Date shall surrender the certificate or certificates representing such shares to the Corporation and shall promptly upon surrender receive in exchange therefor certificates representing the corresponding amount of Class A voting and Class B nonvoting common stock as provided in the above Article 3. The certificate or certificates so surrendered shall be duly endorsed as the Corporation shall require. After the Effective Date each outstanding certificate that represented shares of the Corporation prior to the Effective Date shall be deemed, for all purposes, to evidence only the right of the holder thereof to surrender such certificate or certificates and receive the appropriate amount of Class A voting common stock and Class B nonvoting common as provided in the above Article 3.

5. The number of shares of the Corporation outstanding at

the adoption was ONE THOUSAND (1,000), and the number of shares entitled to vote thereon was ONE THOUSAND (1,000).

6. The number of shares voted in favor of such Amendment was ONE THOUSAND (1,000), and the number of shares voted against such Amendment was none.

7. This Amendment shall become effective immediately upon filing with the Department of State of Florida.

DATED this 18th day of July, 2008.

BARRIELLE INTERNATIONAL LTD.,
INC.

By: Howard M. Price

HOWARD M. PRICE, CEO

ATTEST: Este Lee Price

ESTE LEE PRICE, Secretary

(CORPORATE SEAL)

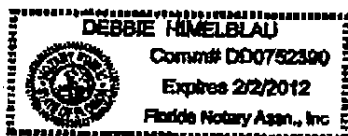
STATE OF FLORIDA:

SS:

COUNTY OF PALM BEACH:

BEFORE ME, the undersigned officer, personally appeared HOWARD M. PRICE, CEO of BARRIELLE INTERNATIONAL LTD, INC., a Florida corporation, known to me and known by me to be the person who executed the foregoing instrument.

WITNESS my hand and official seal in the state and county last aforesaid, this 18th day of July, 2008.



Debbie Himelblau
Notary Public
State of Florida at Large

My Commission Expires: