

P00000072385

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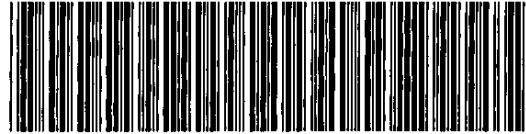
(Business Entity Name)

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07 OCT 31 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10-23-07



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2007

ISAAC MULLER
20 ROBERT PITT DRIVE
SUITE 214
MONSEY, NY 10952

SUBJECT: FELE HOLDING CORPORATION
Ref. Number: P0000072385

We have received your document for FELE HOLDING CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 007A00062696

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
FELE HOLDING CORPORATION

FILED
07 OCT 31 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FELE HOLDING CORPORATION, a Florida corporation (the "Corporation"), hereby certifies that the following resolution has been duly adopted by the Board of Directors of the Corporation:

1. These Articles of Amendment amend the Articles of Incorporation of Fele Holding Corporation (the "Company"), as amended and as filed with the Secretary of State of the State of Florida on 15th day of October, 2007. These Articles of Amendment were adopted by the Board of Directors of the Company, pursuant to unanimous written consent of the directors of the Company on October 11, 2007 pursuant to Article IV.B. of the Articles of Incorporation, as amended, and in accordance with Section 607.0602 of the Florida Business Corporation Act.

2. These Articles of Amendment were adopted by the Board of Directors of the Company without shareholder approval, and no shareholder action or approval was required.

3. The Articles of Incorporation, as amended, are hereby amended by adding a new section under "Article IV - CAPITALIZATION" and immediately following Section C of Article IV, with the respective section and title of "D. Series A Preferred Stock," to read as follows:

D. Series A Preferred Stock.

1. Designation and Amount.

This series of Preferred Stock shall be designated "Series A Preferred Stock" and the authorized number of shares constituting such series shall be 100. The par value of the Series A Preferred Stock shall be \$0.0001 per share. Shares of the Series A Preferred Stock shall have a stated value of One Dollar (\$1.00) per share (the "Stated Value").

2. Dividends.

The holders of shares of Series A Preferred Stock shall not be entitled to receive any dividends.

3. Preferences on Liquidation.

(a) Subject to the provisions of Section 6 below, in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of shares of the Series A Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to one dollar (\$1.00) per share.

4. Voting Rights.

Except as otherwise required by law or by the Certificate of Incorporation and except as set forth in Section 6(b) below, the outstanding shares of Series A Preferred Stock shall vote together with the shares of Common Stock of the Corporation as a single class and, regardless of the number of shares of Series A Preferred Stock outstanding and as long as at least one of such shares of Series A Preferred Stock is outstanding, shall represent eighty percent (80%) of all votes entitled to be voted at any annual or special meeting of shareholders of the Corporation or action by written consent of shareholders. Each outstanding share of the Series A Preferred Stock shall represent its proportionate share of the 80% which is allocated to the outstanding shares of Series A Preferred Stock.

5. Negative Covenants.

The Corporation will not, by amendment of the Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Certificate of Incorporation and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred Stock against impairment.

6. Ranking: Changes Affecting Series A.

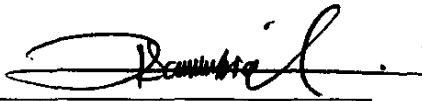
(a) The Series A Preferred Stock shall, with respect to distribution rights on liquidation, winding up and dissolution, (i) rank senior to any of the shares of Common Stock of the Corporation, and any other class or series of stock of the Company which by its terms shall rank junior to the Series A Preferred Stock, and (ii) rank junior to any other series

or class of preferred stock of the Corporation and any other class or series of stock of the Corporation which by its term shall rank senior to the Series A Preferred Stock.

(b) So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not (i) alter or change any of the powers, preferences, privileges or rights of the Series A Preferred Stock, or (ii) amend the provisions of this Section 6; in each case, without first obtaining the approval by vote or written consent, in the manner provided by law, of the holders of at least a majority of the outstanding shares of Series A Preferred Stock, as to changes affecting the Series A Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by its President this 15th day of October, 2007.

FELE HOLDING CORPORATION

By: 

Sayo Isaac Daniel
President

STATE of FLORIDA
ARTICLES of AMENDMENT of
ARTICLES of INCORPORATION
of FELE HOLDING CORPORATION

FELE HOLDING CORPORATION (the "Corporation") a corporation organized and existing under and by virtue of the Florida Statutes does hereby certify:

FIRST: That the Board of Directors of the Corporation, by a majority written consent of its Directors, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Articles of Incorporation of the Corporation:

RESOLVED that the Articles of Incorporation of this Corporation be amended by changing Article Fourth of the Articles of Incorporation as follows:

FOURTH

Article Fourth of the Company's Articles of Incorporation, as amended, is to be amended to add the following immediately after the present Section (1) thereof (which sets forth the number and par value of the Company's authorized capital stock, none of which is being amended):

"Effective 12:01 a.m. on October 15, 2007 (the "Effective Time"), each four (4) shares of Common Stock then issued shall be automatically combined into one (1) share of Common Stock of the Corporation. No fractional shares or scrip representing fractions of a share shall be issued, but in lieu thereof, each fraction of a share that any stockholder would otherwise be entitled to receive shall be rounded up to the nearest whole share."

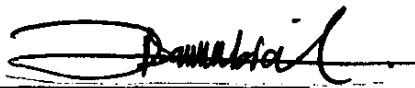
SECOND: A vote of the shareholders was not required. All of the members of the Board of Directors of the Corporation have given their written consent to said amendment in accordance with the provisions of the Florida Statutes, and written notice of the adoption of the amendment has been given as provided in Title XXXVI, Chapter 607, Section 607.0704 of the Florida Statutes to every stockholder entitled to such notice.

THIRD: That the foregoing amendment of the Articles of Incorporation was duly adopted in accordance with the provisions of Title XXXVI, Chapter 607 of the Florida Statutes.

FOURTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Articles of Amendment to be executed on this 15th day of October, 2007.

FELE Holding Corporation

By: 
Sayo Isaac Daniel
President