

P00000075990

NISI LAW FIRM

A Professional Association

Reply to:

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July 16, 2001

VIA: Federal Express

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUL 17 PM 2:12

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RE: **Knickerbocker Gallery, Inc.**

Dear Representative:

Enclosed for filing with the Florida Department of State are one (1) original and one (1) copy of the Amendment to Articles of Incorporation of Knickerbocker Gallery, Inc. The original Articles were filed on August 10, 2000, and assigned document number P00000075990. Also enclosed is a check payable to the Florida Department of State in the amount of Forty Three Dollars and 75/100 (\$43.75) covering the filing fee of the \$35.00 filing fee, \$8.75 for a certified copy of the Amended Certificate of Incorporation.

Thank you very much for your help in this matter. Please feel free to call if you have any questions or need any additional information.

Yours very truly,



Frank P. Nisi, Jr.

FPN/vml
Enclosures

Amend.

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
KNICKERBOCKER GALLERY, INC.**

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Knickerbocker Gallery, Inc. was incorporated on August 10, 2000 and assigned document number P00000075990. Pursuant to the provisions of Section 607, Florida Statutes, **Knickerbocker Gallery, Inc.** adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 \$1.00 par value shares of common capital stock.

ARTICLE II. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Ourania G. Burris, 10854 Woodchase Circle, Orlando, Florida 32836
Darlene Ortiz, 10854 Woodchase Circle, Orlando, Florida 32836

ARTICLE IV. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

SECOND: The date of adoption of the amendment(s) was: 7/13, 2001

THIRD: Adoption of Amendment

The amendment was adopted by the unanimous vote of the Directors and Shareholders and as such the number of votes cast for the amendment was sufficient for approval.

Dated: 7/2, 2001.

Knickerbocker Gallery, Inc.

By: 

Ourania Burris, Director, Shareholder/President

By: 

Darlene Ortiz, Director, Shareholder