

Division of Corporations

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BASIC AMENDMENT

DCSL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amendment

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DCSL, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, DCSL, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read:

ARTICLE III
AUTHORIZED SHARES

The Corporation is authorized to create and issue 50,000,000 shares of Common Stock at \$.001 par value and is authorized to create and issue 10,000,000 shares of Preferred Stock at \$.001 par value. The Preferred Stock may be issued, from time to time, in one or more series, with such designations, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series which shall be adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in an amendment to the Articles of Incorporation of the Corporation made, executed, acknowledged, filed and recorded in the manner required by the laws of the State of Florida in order to make the same effective. Each series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of Preferred Stock shall be alike in every particular. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(a) the number of shares constituting that series and the distinctive designation of that series;

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(b) whether the holders of shares of that series shall be entitled to receive dividends and, if so, the rates of such dividends, conditions under which and times such dividends may be declared or paid, any preference of any such dividends to, and the relation to, the dividends payable on any other class or classes of stock or any other series of the same class and whether dividends shall be cumulative or noncumulative and, if cumulative, from which date or dates;

(c) whether the holders of shares of that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(d) whether shares of that series shall have conversion or exchange privileges into or for, at the option of either the holder or the Corporation or upon the happening of a specified event, shares of any other class or classes or of any other series of the same or other class or classes of stock of the Corporation and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board of Directors shall determine;

(e) whether shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) whether shares of that series shall be subject to the operation of a retirement or sinking fund and, if so subject, the extent to and the manner in which it shall be applied to the purchase or redemption of the shares of that series, and the terms and provisions relative to the operation thereof;

(g) the rights of shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and any preference of any such rights to, and the relation to, the rights in respect thereto of any class or classes of stock or any other series of the same class; and

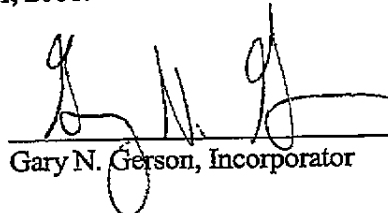
(h) whether shares of that series shall be subject or entitled to any other preferences, and the other relative, participating, optional or other special rights and qualifications, limitations or restrictions of shares of that series and, if so, the terms thereof.

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The foregoing Amendment to the Articles of Incorporation of was approved and adopted by the sole Incorporator without shareholder action on October 10, 2000, and shareholder action was not required in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation, has executed these Articles of Amendment this 10th day of October, 2000.



Gary N. Gerson, Incorporator

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