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FROM : LAZARUS

FAX NO. : 3852201440

May. 18 2009 04:48 PM P2

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Articles of Amendment
to
Articles of Incorporation
of

2009 MAY 18 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH BEACH ESTATES GROUP INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P01000001688

(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:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the
abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation
name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the
new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____ (City)

_____, Florida
(Zip Code)

New Registered Agent's Signature, If changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

H09000124325

H09000124325

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
DIR	PAUL GOMBERG	3030 POST OAK BLVD. HOUSTON, TX 77056	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If appending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

PAUL GOMBERG WILL BE ADDED AS A DIRECTOR/ OFFICER OF

SOUTH BEACH ESTATES GROUP INC.

F. If an amendment provides for an 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)

H09000124325

H09000124325The date of each amendment(s) adoption: MAY 13TH, 2009Effective date if applicable: MAY 13TH, 2009

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted 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.Dated 5/13/09Signature [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)

x DAVID ELIA

(Typed or printed name of person signing)

x PRESIDENT

(Title of person signing)

H09000124325