

P 01 00 00 87 09 8

14378 S.W. 97<sup>th</sup> Lane  
Miami, FL. 33186  
305 866 8828 Ph.  
801 340 2728 Fax.  
bmogosky@aol.com

First Merchant Holdings, Inc.

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900004695799--0  
-11/27/01--01087--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed please find the document to make amendments to the corporation  
First Merchant Holdings, Inc.

I have enclosed a check for \$43.75 to cover the costs of the amendments and for one  
certified copy of the amendment changes.

I would appreciate your prompt attention to this matter, if you have any questions or  
concerns please do not hesitate to contact me.

Thank you

*Brian J. Mogosky, Ph.D.*  
Brian J. Mogosky, Ph.D.  
Vice-President

*Amend  
12-18-01  
BJS*

**FILED**  
01 DEC 17 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

.....



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 3, 2001

FIRST MERCHANT HOLDINGS, INC.  
14378 S.W. 97TH LANE  
MIAMI, FL 33186

SUBJECT: FIRST MERCHANT HOLDINGS, INC.  
Ref. Number: P01000087098

We have received your document for FIRST MERCHANT HOLDINGS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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) 245-6957.

Doug Spitler  
Document Specialist

Letter Number: 401A00063809

RECEIVED  
01 DEC 17 PM 1:16  
DIVISION OF CORPORATIONS

**FILED**

01 DEC 17 PM 2:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FIRST MERCHANT HOLDINGS, INC.  
P01000087098

*Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendmentss adopted: (indicate article numbers being amended, added or deleted)

Article 5 – OFFICERS

From

President: Michael Manfredo  
Vice-President: Brian J. Mogosky, Ph.D.  
Secretary: Irene Guzme  
Treasure: Charles Smith

To

President: Michael Manfredo  
Vice-President: Brian J. Mogosky, Ph.D.  
Secretary: Brian J. Mogosky, Ph.D.  
Treasure: Dennis Winger

Removals

Irene Guzme  
Charles Smith

Additions

Dennis Winger

Article 6 – DIRECTORS

From

Director: Dennis Winger  
Director: Eloy Garcia  
Director: Jose Maria Baro Cerqueda

To

Director: Dennis Winger  
Director: Michael Manfredo  
Director: Brian J. Mogosky, Ph.D.

Removals

Jose Maria Baro Cerqueda  
Robert Stanton  
Eloy Garcia

Additions

Michael Manfredo  
Brian J. Mogosky

**SECOND:** 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, are as follows:

**THIRD: The date of each amendment's adoption:**

Article 5 – OFFICERS: November 25, 2001

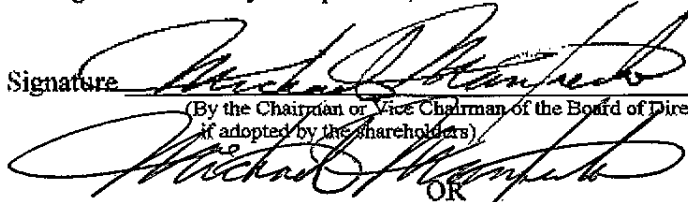
Article 6 – DIRECTORS: November 25, 2001

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- The amendments were approved by the shareholders. The number of votes cast for the amendments 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.

Signed this 17<sup>th</sup> day of September, 2001.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officers if adopted by the shareholders)

OR

(By a director if adopted by the director)

OR

(By an incorporator if adopted by the incorporators)

**Michael Manfredo**

(Typed or printed name)

**President**

(Title)