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To:

Division of Corporations

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Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346

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BASIC AMENDMENT

UNITED PROTECTIVE GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amendment 06/17/03



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 16, 2003

UNITED PROTECTIVE GROUP, INC. 80 SW STE STREET SUITE 2000 MIAMI, FL 33130

SUBJECT: UNITED PROTECTIVE GROUP, INC.

REF: P03000050572

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6869.

Teresa Brown Document Specialist FAX Aud. #: MC3000214471 Letter Number: 403A00037117

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

UNITED PROTECTIVE GROUP, INC.

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

First: Amendment (s) adoptions: (indicate article number (s) being amended, added or deleted).

Article I

The name of the corporation and address of its principal place of business will be at:

UNITED PROTECTIVE GROUP, INC.
RAMADA DUPONT CENTER
300 BISCAYNE BLVD WAY SUITE 720
MIAMI, FLORIDA 33131

Article V

The name and address of its Registered Agent and Office will be:

JOSUE A. NEGRON
RAMADA DUPONT CENTER
300 BISCAYNE BLVD WAY SUITE 720
MIAMI, FLORIDA 33131

Article VI

The Board of Directors shall consist of a total of one person and the name of the person who is to serve as director is:

JOSUE A. NEGRON

PRESIDENT/SECRETARY.

Article VII

The name and post office address of the subscriber to the certificate of incorporation and number of shares of stock which agrees to take is as fallow:

Name	Address	Stock #
JOSUE A. NEGRON	300 BISCAYNE BLVD SUITE 720	100%

DIVISION OF CORPORATION

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 amendments (s): JUNE 12, 2003

Forth: Adoption of amendment (s) (Check one)

X The Amendment (s) was/ware approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient or a 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 shareholders action was not required.

The amendment (s) was/were adopted by the incorporators without shareholders action and shareholders was not required.

Signed this 12TH DAYS OF JUNE, 2003

By * Stage 1997

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

OR
(By a Director if adopted by the directors)

(By an incorporator if adopted by the incorporators

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(continued)

Having been named as Registered Agent and to accept service of process for the stated corporation at the place designated in this certificate I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and familiar with and accept the obligations of my position as Registered Agent.

JOSUE A MEGRON

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