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V.P. MANAGER, INC.

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Articles of Amendment
to
Articles of Incorporation
of

V.P. Manager, Inc.

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

P03000067615

(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:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See "Exhibit A" attached hereto and made part hereof.

(Attach additional pages if necessary)

If an amendment provides for 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)

N/A

(continued)

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The date of each amendment(s) adoption: February 22, 2007

Effective date if applicable: upon filing
(no more than 90 days after amendment file date)

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

☒ The amendment(s) was/were approved 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.

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)

Sidney M. Bresler

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

EXHIBIT A

V.P. MANAGER, INC.

**AMENDMENT TO
ARTICLES OF INCORPORATION**

Section D.10 of the Articles of Incorporation of V.P. Manager, Inc., a Florida corporation, shall be amended and restated to read in its entirety as follows:

"10. It will maintain all of its books, records, financial statements and bank accounts separate from those of its affiliate(s) and any constituent party, and the Company will file its own separate tax returns. It shall maintain its books, records, resolutions and agreements as official records. Its financial statements shall show its assets and liabilities separate and apart from those of any other person or entity. Notwithstanding the foregoing, the Company's assets may be included in a consolidated financial statement of its affiliate(s) provided that (i) appropriate notation shall be made on such consolidated financial statements to indicate the separateness of the Company from such affiliate(s) and to indicate that the Company's assets and credit are not available to satisfy the debts and other obligations of such affiliate(s) or any other person or entity and (ii) such assets shall also be listed on the Company's own separate balance sheet."