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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: American Leisure Real Estate Group, Inc.

DOCUMENT NUMBER: P03000121134

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Crosbie

(Name of Contact Person)

American Leisure Holdings, Inc.

(Firm/ Company)

2460 Sand Lake Road

(Address)

Orlando, FL 32809

(City/ State and Zip Code)

For further information concerning this matter, please call:

Linda Smith

(Name of Contact Person)

at (407) 251-2240

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

American Leisure Real Estate Group, Inc.

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

FILED
06 JUN 12 PM 12:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P03000121134

(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):

(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)

Article V is hereby amended to reflect the following:

The resignation of Steven L. Parker as President and Director; and

The appointment of Michael Crosbie as Secretary.

Article VI is hereby amended to reflect Michael Crosbie as Registered Agent.

The address for Michael Crosbie is 2460 Sand Lake Road, Orlando, FL 32809.

I, Michael Crosbie, accept the appointment of Registered Agent and I
am familiar with and accept the obligations of the position.

(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)

(continued)

The date of each amendment(s) adoption: 4/25/06

Effective date if applicable: _____
(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)

Malcolm Wright

(Typed or printed name of person signing)

CEO

(Title of person signing)

FILING FEE: \$35

AMERICAN LEISURE REAL ESTATE GROUP, INC.

**CONSENT TO ACTION WITHOUT A MEETING OF THE MAJORITY SHAREHOLDER OF
COMMON STOCK OF AMERICAN LEISURE REAL ESTATE GROUP, INC.**

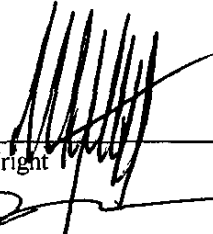
Pursuant to Section 607.0704 of the Florida Statutes, that authorizes the taking of action by written consent of the majority shareholder of the common stock without a meeting, the undersigned, being all of the majority shareholders ("Majority Holder") of American Leisure Real Estate Group, Inc., a Florida corporation, ("Company") hereby acknowledges the following statement and gives his written consent to take the following actions:

WHEREAS, the Majority Holder believes it is in the best interest of the Company to accept the resignation of Steven L. Parker as President and Director of the Company; and

WHEREAS, the Majority Holder appoints Michael Crosbie as the Registered Agent and Secretary of the Company; and

THEREFORE, the Company hereby accepts the resignation of Steven L. Parker and the appointment of Michael Crosbie effective immediately.

DATED: April 15, 2006.



Malcolm Wright



Michael Crosbie