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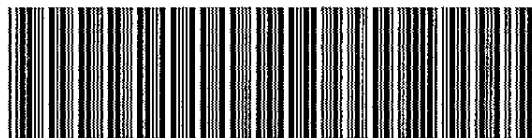
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G. Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CEO Publishing Group, Inc.

DOCUMENT NUMBER: P04000073300

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

Please return all correspondence concerning this matter to the following:

Edward T. Yevoli, Esq.

(Name of Contact Person)

Perlman, Yevoli & Albright, P.L.

(Firm/ Company)

1500 N. Federal Hwy., Ste. 250

(Address)

Fort Lauderdale, FL 33304

(City/ State and Zip Code)

For further information concerning this matter, please call:

Edward T. Yevoli, Esq.

(Name of Contact Person)

at (954) 566-7117

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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 THE ARTICLES OF
INCORPORATION OF
CEO PUBLISHING GROUP, INC., A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, CEO PUBLISHING GROUP, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendments to its Articles of Incorporation:

1. Article V, Section 3 is hereby deleted and the following new Article V, Section 3 is added in its entirety:

"3. Redemption. Except as set forth below, without the prior written consent of (1) the Board of Directors, or (2) the holders of a majority of the issued and outstanding Series A Preferred Shares, the majority of the issued and outstanding shares of Common Stock (including the Initial Common Shareholders), and all of the Initial Common Shareholders (if any), the Corporation shall not, nor shall it permit any subsidiary to, redeem, purchase or otherwise acquire directly or indirectly the Series A Preferred Stock. For purposes of these Articles, the "Initial Common Shareholders" shall mean those holders of Common Stock who were issued such stock prior to August 1, 2005 (or, provided such Common Stock was properly transferred pursuant to these Articles, the Bylaws and the Shareholders Agreement, such holder's spouse, adult lineal descendants, their adult spouses, or a trust for the benefit of the Shareholder or any of the foregoing persons or such holder's minor lineal descendants) and who currently hold at least One Million Shares of the issued and outstanding Common Stock of the Corporation."

2. The foregoing amendment was adopted by all of the Shareholders and Directors of the Corporation eligible to vote by a Written Consent signed by them on March 15, 2005, manifesting their intention that this amendment be adopted, pursuant to Section 607.1006, Florida Statutes.
3. The number of votes cast for said amendment was sufficient for approval.

The undersigned, as President of the Corporation, has executed these Articles of Amendment as of the 15 day of March, 2005.



Jose Rodriguez, President

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