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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Zimmerman
Zimmerman
& Miceli, P.A. ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN STEPHEN L. ZIMMERMAN LAWRENCE G. MICELI
(1924-2004)

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5432
(954) 941-0523 (FAX)

September 11, 2006

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

RE: CES Consulting Group, Inc.

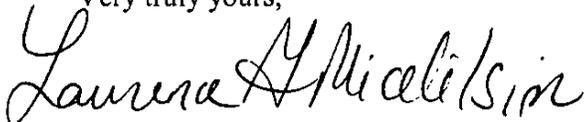
Dear Sir or Madam:

Enclosed please find new Articles of Amendment for CES Consulting Group, Inc.

I enclosed herewith our check in the amount of \$35.00 to cover the filing fee for same, as well as an additional copy.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Lawrence G. Miceli
LGM/sim

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: CES Consulting Group

DOCUMENT NUMBER: P04000143548

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

Please return all correspondence concerning this matter to the following:

Lawrence G. Miceli, Esq.
(Name of Contact Person)

Zimmerman, Zimmerman + Miceli, P.A.
(Firm/ Company)

737 E. Atlantic Blvd.
(Address)

Pompano Beach, FL 33060
(City/ State and Zip Code)

For further information concerning this matter, please call:

Lawrence Miceli at (954) 941-5432
(Name of Contact Person) (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
ARTICLE OF INCORPORATION FOR

CES CONSULTING GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1106 Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its' Articles of Incorporation:

Amendment(s) adopted: SHALL CONSIST OF:

First: Article VII: The Directors of the Corporation shall be as follows:

1. Title: Director
Karl F. Soby, 123 Bilboa Drive, Jupiter, FL 33458
2. Title: Director
Calvin Foong, 5701 Sw 188th Avenue, Cooper City, FL 33330
3. Title: Director
Eduardo Roman, 3719 NW 91st Lane, Sunrise, FL 33351
4. Title: Director
Steven M. Elias, 8303 Cozumel Lane, Wellington, FL 33414

Second: Article VIII: Amendment

The Articles of Incorporation may be amended in the manner provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the existing Stockholders sign a written statement manifesting their intent that a certain amendment to the Articles of Incorporation be made.

Third: Article IX: Limitation on Corporate Stock

No Shareholder may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

If any officer, shareholder, agent, or employee of the corporation who has been rendering professional service to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon its continued rendering of such professional services to the Corporation, he shall sever all employment with and financial interest in the Corporation.

No Shareholder of the corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a shareholder of the corporation and pursuant to any shareholder agreement in affect at the time.

Fourth: Article X: Officers

The officers and qualifying architect of the corporation shall be hereby elected as set forth below, and each such officer shall serve as such until a successor is duly elected and qualified:

<u>President:</u>	Karl F. Soby
<u>Vice President:</u>	Calvin Foong Eduardo Roman
<u>Vice President / Qualifying Architect:</u>	Steven M. Elias
<u>Secretary:</u>	Karl F. Soby
<u>Treasurer:</u>	Karl F. Soby

The duties for the officers shall be as follows:

1. Qualifying Architect: To provide architectural services to the corporation. To qualify the Corporation, to wit: CES Consulting Group, Inc., qualified as a licensed architectural firm in the State of Florida, pursuant to Florida Statutes and Board of Professional regulation. Such qualifying architect shall at all times comply with all licensure requirements as may be provided for by the laws of the State of Florida. The Qualifying Architect shall perform such other services and additional duties as may be directed by the Board of Directors from time to time providing such duties are in compliance with and conformity with the Florida Statutes and Department of Professional Regulations Guidelines for Qualifying Architects.
2. President: The President shall have the general supervision of the business of the Corporation and serve as Chief Executive Officer. The president shall see that all orders and resolutions of the Board of Directors or carried into effect. The President shall perform such other duties as may be from time to time delegated to the President by the Board of Directors.
3. Vice Presidents: A Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the president. If the corporation has more than one Vice President, then one designated by the Board of Directors shall act in lieu of the President. The Vice President shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign.

4. Treasurer: The Treasurer shall be responsible for the custody of all funds and securities belonging to the Corporation and for the receipt, deposit, or disbursement of such funds and securities under the direction of the Board of Directors. The Treasurer shall cause full and true accounts of all receipts and disbursements to be maintained and shall make such reports of the same to the Board of Directors and President upon request. The Treasurer shall perform all duties as may be assigned from time to time by the Board of Directors.

5. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the directors, stockholders and the corporation. The Secretary shall perform any and all additional duties as the Board may from time to time assign.

In all other respects, the Articles of Incorporation shall remain as they have been previously stated, prior to the adoption of this Amendment and witness whereof, the President and Secretary of the Corporation have signed they Articles of Amendment, on this 8 day of August, 2006.

The above amendments were adopted by the Shareholders. The number of votes cast for the amendments by the Shareholders were sufficient to ratify approval.



Karl F. Soby, President, Secretary,
Treasurer, and Shareholder

The date of each amendment(s) adoption: 8/2/06

Effective date if applicable: 8/2/06
(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

K. Soby

(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)

Karl Soby

(Typed or printed name of person signing)

President / Shareholder

(Title of person signing)

FILING FEE: \$35