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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

2006 JUN 27 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

G. Doukette

JUN 27 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207401 149697A

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$35.00

ORDER DATE : June 27, 2006

ORDER TIME : 7:59 AM

ORDER NO. : 207401-005

CUSTOMER NO: 149697A

DOMESTIC AMENDMENT FILING

NAME: ORLANDO CAPITAL PARTNERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS:

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORLANDO CAPITAL PARTNERS, INC.**

FILED
2006 JUN 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of ORLANDO CAPITAL PARTNERS, INC., a Florida corporation ("the Corporation"), are hereby amended pursuant to Sections 607.1005 and 607.1006 of the Florida Business Corporation Act as follows:

1. Article II shall be deleted in its entirety and replaced with the following:

ARTICLE II – PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation shall be 1031 W. Morse Boulevard, Suite 350, Winter Park, Florida 32789.

2. Article V shall be deleted in its entirety and replaced with the following:

ARTICLE V – CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is five million (5,000,000) shares, which shall be designated Common Shares with a par value of ten cents (\$0.10) per share.

3. Section B of Article VII shall be deleted in its entirety and replaced with the following:

ARTICLE VII – INITIAL BOARD OF DIRECTORS

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to Bylaws adopted by the Board of Directors, but shall never be less than the minimum number of directors required by applicable law.

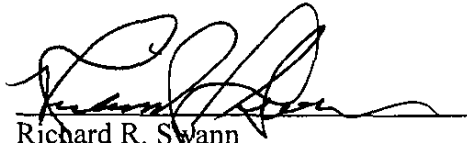
4. Article IX shall be deleted in its entirety and replaced with the following:

ARTICLE IX – BYLAWS

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested in the corporation's Board of Directors.

The foregoing Articles of Amendment to the Articles of Incorporation were adopted and approved by the sole member of the Corporation's Board of Directors, acting by written consent in lieu of a meeting, on June 22, 2006. Because the Corporation has not yet issued shares, Section 607.1005 of the Florida Business Corporation Act authorizes the Board of Directors to amend the Corporation's Articles of Incorporation without shareholder action.

IN WITNESS WHEREOF, the undersigned member of the initial Board of Directors has executed these Articles of Amendment to the Articles of Incorporation this 22nd day of June, 2006.



Richard R. Swann
Director