

POS0000059341

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Amend

FILED
06 DEC -4 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts DEC 06 2006

L.I. MULLER & ASSOCIATES, INC.

November 29, 2006

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Premier Indemnity Holding Company

Dear Sir or Madam:

Please file the attached Certificate of Amendment on an expedited basis.

Enclosed is a check covering the \$35 filing fee.

Should there be an error on the attached please contact me ASAP at the info below.

Certified Copy
Please send me the ~~Documents~~ via overnight delivery using our enclosed prepaid UPS envelope.

Thank you for your attention to this matter.

Very truly yours,



Isaac Muller

Email: Isaac@incbypro.com

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PREMIER INDEMNITY HOLDING COMPANY

DOCUMENT NUMBER: P05000059341

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

Please return all correspondence concerning this matter to the following:

Isaac Muller

(Name of Contact Person)

Isaac Muller & Assoc.

(Firm/ Company)

20 Robert Pitt Drive, Suite 214

(Address)

Monsey, New York 10952

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Isaac Muller

(Name of Contact Person)

at (845) 425-0077

(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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Premier Indemnity Holding Company

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

P05000059341

(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)**

The following is hereby added as an additional paragraph at the end of Article VI of the Articles of Incorporation of Premier Indemnity Holding Company (the "Corporation"): Shares of common stock held by each holder of record on the date that this Articles of Amendment is filed with the Florida Department of State (the "Effective Date") shall be reverse split at the rate of 4.8 for 1, so that each 4.8 shares of common stock held by each holder of record on the Effective Date shall be automatically consolidated into one share, without any further action on the part of the stockholders. All fractional shares owned by each stockholder of record on the Effective Date will be (Continued on attached sheet)

(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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT TO
ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
PREMIER INDEMNITY HOLDING COMPANY

aggregated, and to the extent after aggregating all fractional shares any registered stockholder is entitled to a fraction of a share, such stockholder shall be entitled to receive one whole share in respect of such fraction of a share. Each stock certificate issued prior to the Effective Date shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of common stock, as the case may be, into which the shares represented by such certificate shall have been reclassified pursuant to the reverse split. Each stockholder of record of a certificate that represented shares of common stock immediately prior to the Effective Date shall receive, upon surrender of such certificate, a new certificate representing the number of shares of common stock immediately after the reverse split.

The date of each amendment(s) adoption: November 28, 2006

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

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

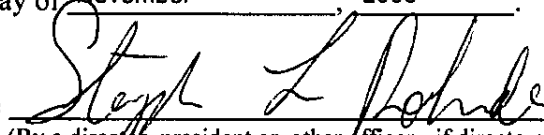
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each 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.

Signed this 28 day of November, 2006.

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)

Stephen L. Rohde

(Typed or printed name of person signing)

President, CEO, and Treasurer, and Director

(Title of person signing)

FILING FEE: \$35