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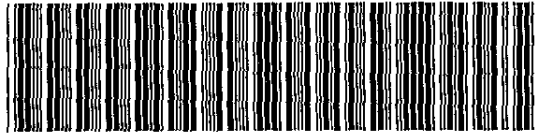
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FILED
05 MAY 13 PM 10:54
SECRETARY OF STATE
TALAMONITE, CT 06489

Amend + N.C.
C. Coullatte MAY 20 2005

AMY H. GOLDIN, P.A.

965 North Nob Hill Road, PMB #208, Plantation, FL 33324

954-915-6949

May 9, 2005

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

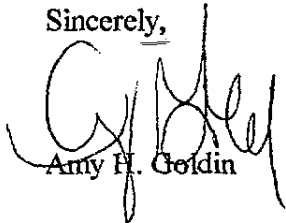
Re: Elliot Mark Shainberg, Inc.

To Whom it May Concern:

Please file the attached original and copy of the Articles of Amendment to Articles of Incorporation for the referenced corporation. In connection with this filing, I enclose a check payable to the Department of State in the amount of \$35.00 for the filing fee.

Please call me if you have any questions.

Sincerely,



Amy H. Goldin

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ELLIOT MARK SHAINBERG, INC.

FILED
05 MAY 13 PM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation for Elliot Mark Shainberg, Inc. (the "Corporation") were filed on April 25, 2005;

WHEREAS, pursuant to that certain Resolution of Incorporator dated April 26, 2005, Elliot Mark Shainberg was appointed as sole director of the Corporation;

WHEREAS, pursuant to that certain Consent of the Directors in Lieu of Organizational Meeting dated April 26, 2005, Elliot Mark Shainberg, as sole director, made certain changes to the Articles of Incorporation, among them (a) appointing himself President and Treasurer of the Corporation, (b) **changing the name of the Corporation to Elliot Mark Shainberg, P.A.** and (c) changing the purpose of the Corporation, as set forth below;

WHEREAS, Elliot Mark Shainberg desires to file these Articles of Amendment in order to place these changes of record with the State of Florida.

NOW THEREFORE, the undersigned, being of legal age and a natural person, does hereby make, subscribe, acknowledge and file the following Articles of Amendment to Articles of Incorporation pursuant to the provisions of Section 607.1006, Florida Statutes:

- 1. Article I is hereby amended to read as follows:

"The name of this corporation (the "Corporation) shall be

Elliot Mark Shainberg, P.A."

- 2. The purpose of the Corporation, as set forth in the opening paragraph of the Articles of Incorporation of the Corporation as being "for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida" is hereby deleted and replaced with the following:

"for the purpose of forming a professional service corporation for profit pursuant to the laws of the State of Florida"

- 3. Article II of the Articles of Incorporation of the Corporation is hereby deleted and replaced

with the following:

“ARTICLE II
GENERAL NATURE OF BUSINESS”

The general purpose for which this corporation is organized is to engage in, conduct and carry on the practice of real estate sales and to engage in any lawful activity or to transact any lawful business permitted under the Professional Service Corporation Act.”

- 4. The following provision is hereby added to the Articles of Incorporation:

“ARTICLE X
DIRECTORS”

The name and street address of the sole person to constitute the initial Board of Directors is:

Elliot Mark Shainberg
9341 Collins Avenue
#1004
Surfside, FL 33154

Elliot Mark Shainberg shall serve as sole director of the Corporation, to hold office until his successor is elected and has qualified or until his death, resignation or removal.”

- 5. The following provision is hereby added to the Articles of Incorporation:

“ARTICLE XI
OFFICERS”

The name and street address of the initial officer of the Corporation is:

President, Treasurer	Elliot Mark Shainberg	9341 Collins Avenue
		#1004
		Surfside, FL 33154

The named officer shall serve in his respective office until a successor has been duly elected and qualified or until his death, resignation or removal.”

- 6. The amendments are to be effective immediately upon the filing hereof.
- 7. The amendments were approved by the Board of Directors without shareholder action, and shareholder action was not required.

I, THE UNDERSIGNED, being the sole director, do make, subscribe, acknowledge and file these Articles of Amendment to Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 5th day of May, 2005.



Elliot Mark Shainberg, Sole Director