

P05000087731

(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

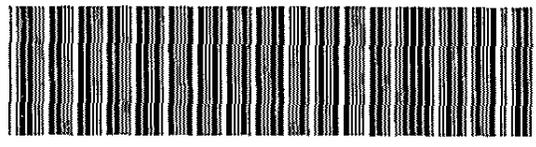
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Amend



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07/29/05--01009--019 **43.75

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05 JUL 29 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 29 2005

THREE BEARS REALTY, INC.
3601 W. COMMERCIAL BLVD., SUITE 33
FT. LAUDERDALE, FLORIDA 33309
(954) 739-0080

July 27, 2005

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

Re: **Articles of Amendment for Three Bears Realty, Inc.**
Document Reference No. P05000087731

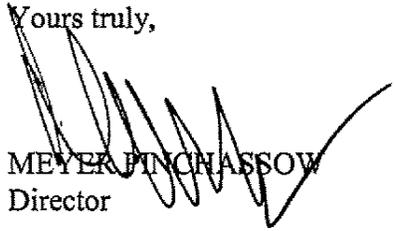
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of the Articles of Amendment to the Articles of Incorporation of Three Bears Realty, Inc.

Also find enclosed my check made payable to the Secretary of State for Forty Three Dollars and Seventy Five Cents (\$43.75) to cover the Thirty-Five Dollars (\$35.00) for the Amendment filing fees with Eight Dollars and Seventy Five Cents (\$8.75) for the certified copy of the amendment for my records.

Your assistance in amending this corporation's Articles is appreciated. If there are any questions, do not hesitate to contact me. Thank you for your prompt attention in this matter.

Yours truly,


MEYER PINCHASSOW
Director

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THREE BEARS REALTY, INC.**

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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE VI - DIRECTORS

There will now be two (2) Directors to this corporation:

Meyer Pinchassow (existing Director) at 3601 W. Commercial Blvd, # 33, Ft. Lauderdale, Fl. 33009 and Jean M. Cesar at 3609 Polk Street, #5, Hollywood, Florida 33021 (new)

SECOND: If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Not applicable.

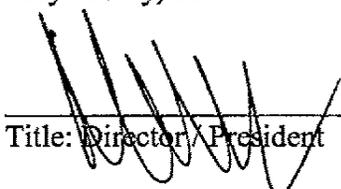
THIRD: The date of each amendment's adoption: July 27, 2005.

FOURTH: Adoption of Amendments:

The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 27th day of July, 2005.

Signature:

Title:  Director / President

Meyer Pinchassow