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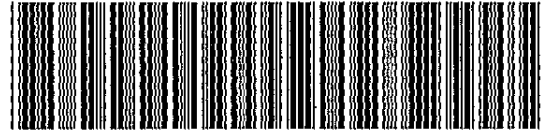
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

by Amen

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Viperfish, Inc.

DOCUMENT NUMBER: P05000146214

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

Please return all correspondence concerning this matter to the following:

Brett S. Bewitz
(Name of Contact Person)

Viperfish, Inc.
(Firm/ Company)

129 Calabria Springs Cove
(Address)

Sanford, FL 32771
(City/ State and Zip Code)

For further information concerning this matter, please call:

Brett S. Bewitz at (407) 268-3333
(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
Articles of Incorporation
of

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

P05000146214
(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):

N/A

(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)**

Please reference attached addendum.

(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)

N/A

(continued)

06 JAN -3 PM 12:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

ADDENDUM TO AMENDMENTS ADOPTED

1. Article I is amended to include name of corporation and address.
2. Article II is deleted, and a new Article II is added to state the duration of corporation.
3. Article III (Purpose) is hereby amended to include lawful transaction under the Business Corporation Act of Florida.
4. Article IV is amended to include par value of stock.
5. Article V is amended to include current contact information for registered agent of the corporation.
6. Article VI is amended to update corporation's board of directors. *The new board of directors/ officers for Viperfish, Inc. is:*

Name	Corporate Officer Title
Brett S. Bevitz	President
Bruce S. Bevitz	Vice President
Mavis Bevitz	Vice President

Hereby, Zachary Steele, is removed from the board of directors and as Vice President of the corporation.

7. Article VII of the initial Articles of Incorporation is deleted, and is replaced with the new Article VII containing the original information for the incorporator of the corporation.
8. Article VIII of the initial Articles of Incorporation is deleted, and a new Article VIII is added which *grants power to the corporation to amend its Articles.*

9. Article IX of the initial Articles of Incorporation is deleted and a new Article IX is added to address the issue of non-resident directors.
10. *Article X of the initial Articles of Incorporation* is deleted and a new Article X is added to address the issue of pre-emptive rights.
11. Article XI is added to the Articles to address the issue of management of the corporation.
12. Article XII is added to the Articles to grant general powers to the corporation.

ARTICLES OF AMENDMENT
OF
VIPERFISH, INC.

Pursuant to the provisions of section 607.1006 and in accordance with section 607.120, Florida Statutes, the undersigned Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporations, the date of all amendments adopted on November 2, 2005:

MANNER OF ADOPTION:

These Articles of Amendment were adopted by the board of directors of said organization without shareholder action and shareholder action was not required.

THE AMENDMENTS

The Articles of Incorporation of Viperfish, Inc. are hereby amended as follows:

1. Article I of the Articles of Incorporation is hereby replaced. The new Article I reads as follows:

ARTICLE I
NAME

The name and address of this corporation is:

VIPERFISH, INC.
129 Calabria Springs Cove
Sanford, Florida 32771

2. Article II of the Articles of Incorporation is hereby replaced. The new Article II reads as follows:

ARTICLE II
DURATION

The term of existence of the Corporation shall be perpetual, unless dissolved in accordance with applicable law.

3. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:

ARTICLE III
PURPOSE

The purpose or purposes for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Business Corporation Act of Florida.

4. Article IV of the Articles of Incorporation is hereby replaced. The new Article IV reads as follows:

ARTICLE IV
CAPTIAL STOCK

This corporation is authorized to issue 100 shares of stock, all of one class, at \$0.01 par value.

5. Article V of the Articles of Incorporation is hereby replaced. The new Article V reads as follows:

ARTICLE V
REGISTERED AGENT

The name and mailing address of the initial registered office is:

BRETT S. BEVITZ
129 Calabria Springs Cove
Sanford, Florida 32771

6. Article VI of the Articles of Incorporation is hereby replaced. The new Article VI reads as follows:

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time by an amendment of the articles of incorporation or bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CORPORATE TITLE</u>
Brett S. Bevitz	129 Calabria Springs Cove Sanford, Florida 32771	President
Bruce S. Bevitz	129 Calabria Springs Cove Sanford, Florida 32771	Vice President
Mavis Bevitz	129 Calabria Springs Cove Sanford, Florida 32771	Vice President

7. Article VII of the Articles of Incorporation is hereby replaced. The new Article VII reads as follows:

ARTICLE VII
INCORPORATORS

The name and address of the incorporator of the Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Zachary L. Steele	7643 PINEMOUNT DRIVE ORLANDO FL 32819

8. Article VIII of the Articles of Incorporation is hereby replaced. The new Article VIII reads as follows:

ARTICLE VIII
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. Article IX of the Articles of Incorporation is hereby replaced. The new Article IX reads as follows:

ARTICLE IX
NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

10. Article X of the Articles of Incorporation is hereby replaced. The new Article X reads as follows:

ARTICLE X
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted b the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. Article XI is hereby added to the Articles of Incorporation. Article XI reads as follows:

ARTICLE XI
MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

12. Article XII hereby added to Articles of Incorporation. Article XII reads as follows:

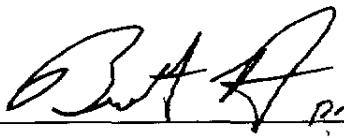
ARTICLE XII
GENERAL POWERS

This corporation shall have the general power:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- B) To purchase, take receive, lease, or otherwise acquire, own, hold, and prove, use, and otherwise deal in and with real property and personal property or any interest therein wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida General Corporation Act.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own hold, vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals.
- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- G) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

-
- H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state.
 - I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
 - J) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
 - K) To make donations for the public welfare or for charitable, scientific, or educational purposes.
 - L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
 - M) To pay pensions and establish either pension plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
 - N) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
 - O) To have and exercise all powers necessary or convenient to effect its purpose.

IN WITNESS WHEREOF, the undersigned President of Viperfish, Inc. has executed these Articles of Amendment this 28th day of December, 2005.

By:  pres.

Brett S. Bevitz, PRESIDENT

VIPERFISH, INC.

The date of each amendment(s) adoption: 11/02/05

Effective date if applicable: 11/02/05
(no more than 90 days after amendment file date)

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

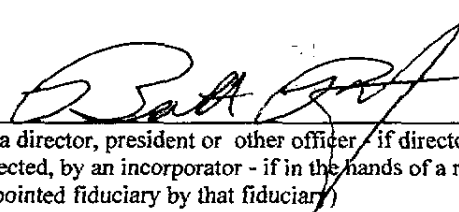
- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each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


(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)

Brett S. Bevitz

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35