

P06000035553

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(Business Entity Name)

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Amend

08/20/12--01034--003 **52.50

FILED
2012 AUG 20 PM 4:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/21/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INSIGHT MANAGEMENT CORPORATION

DOCUMENT NUMBER: P06000035553

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

Please return all correspondence concerning this matter to the following:

Kevin Jasper
Name of Contact Person
Insight Management Corporation
Firm/ Company
408 West 57th Street, Suite 8E
Address
New York, NY 10019
City/ State and Zip Code

info@insightmanagementcorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin Jasper at (866) 787-3588
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

FILED

2012 AUG 20 PM 4: 50

Insight Management Corporation

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

P06000035553

(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:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The date of each amendment(s) adoption: August 14, 2012

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

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted 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 Preferred A (Super Voting Rights).”
(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.

Dated August 14, 2012

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)

Kevin Jasper

(Typed or printed name of person signing)

President

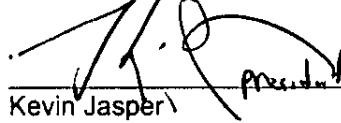
(Title of person signing)

**ACTION TAKEN ON UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS of
INSIGHT MANAGEMENT CORPORATION (the "Company")**

On August 14, 2012, at 12:30 pm, at a special meeting of the Board of Directors held telephonically, the Board of Directors of the Company, unanimously consented to the following resolutions:

1. **BE IT RESOLVED**, that upon due consideration, analysis and discussion the Board of Directors recommended to the shareholders of the Company that, the issued and outstanding shares of the common voting stock of the Company be negatively split in the ratio of One (1) share for every Five hundred (500) shares of such stock owned by holders of record on September 17, 2012;
2. **BE IT RESOLVED**, that the "reverse" split shall be deemed a negative dividend declared by the Board of Directors and as such shall not affect the total authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) common voting shares;
3. **BE IT RESOLVED**, that such reverse being a negative dividend shall not change the par value, \$.00014, of the issued and outstanding shares affected by the reverse split; and
4. **NOW, THEREFORE, IT IS RESOLVED**, that the Board of Directors recommend that the issued and outstanding shares of the Company's common stock shall undergo a reverse split of One (1) share for every Five hundred (500) shares held by each shareholder of record of the Company on September 17, 2012; and
5. **IT IS FURTHERED RESOLVED**, that such reverse split shall not affect the authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) common voting shares; and
6. **IT IS FURTHER RESOLVED**, that such reverse split shall be deemed a negative dividend declared by the Board of Directors, as such the reverse split shall have no effect on the par value of the issued and outstanding shares subject to the reverse, that being and remaining, \$.00014; and
7. **IT IS FURTHER RESOLVED**, that the president, secretary or any other officer of the Company be, and hereby is, authorized and directed to do all things, including, without limitation, the execution and delivery of all documents deemed necessary, in the sole discretion of such officers, to carry out the spirit and intent of these resolutions.

Dated: State of New York
August 14, 2012



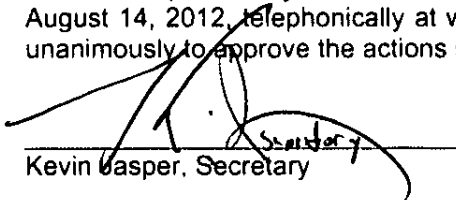
Kevin Jasper, President



Stephen Vlahos

Certification:

I, Kevin Jasper, certify the above is a true and accurate record of the meeting held on August 14, 2012, telephonically at which each of the directors were present and voted unanimously to approve the actions set forth above.



Kevin Jasper, Secretary

**Certified Copy of Resolutions
Adopted at a Meeting
Of the Board of Directors of
Insight Management Corporation (the "Company")**

I, Kevin Jasper, do hereby certify that the following is a complete, true and correct copy of certain resolutions duly adopted at a Meeting of the Board of Directors of Insight Management Corporation, a corporation duly organized and existing under the laws of the State of Florida, held on August 14, 2012, pursuant to the authority granted in the By-laws of the Company, all as more fully set forth in the minutes of said meeting, that I am the keeper of the corporate seal and of the minutes and official records of the Company, and, that the said resolutions have not been rescinded or modified.

WHEREAS, the Board of Directors upon due consideration and discussion, the Board of Directors recommend to the shareholders that it is in the best interest of the Company to effect the following resolutions:

BE IT RESOLVED, that upon due consideration, analysis and discussion the Board of Directors shall recommend to the shareholders of the Company that the issued and outstanding shares of the common voting stock of the Company be negatively split in the ratio of One (1) share for every Five hundred (500) shares of such stock owned by holders of record on September 17, 2012;

BE IT RESOLVED, that the "reverse" split shall be deemed a negative dividend declared by the Board of Directors and as such shall not affect the total authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) common voting shares;

BE IT RESOLVED, that such reverse being a negative dividend shall not change the par value, \$.00014, of the issued and outstanding shares affected by the reverse split; and

NOW, THEREFORE, IT IS RESOLVED, that the Board of Directors recommend that the issued and outstanding shares of the Company's common stock shall undergo a reverse split of One (1) share for every Five hundred (500) shares held by each shareholder of record of the Company on September 17, 2012; and

IT IS FURTHERED RESOLVED, that such reverse split shall not affect the authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) common voting shares; and

IT IS FURTHER RESOLVED, that such reverse shall be deemed a negative dividend declared by the Board of Directors, as such the reverse shall have no effect on the par value of the issued and outstanding shares subject to the reverse, that being and remaining, \$.00014; and

IT IS FURTHER RESOLVED, that the president, secretary or any other officer of the corporation be, and hereby is, authorized and directed to do all things, including, without

**Certified Copy of Resolutions
Adopted by on Consent
Of the Preferred "A" Super Voting Rights Shareholders
Insight Management Corporation (the "Company")**

Kevin Jasper, do hereby certify that each individual is the owner of one (1) share of Preferred A Super Voting Rights, said share which the preference is the right to cast a vote equivalent to 150% of total issued and outstanding stock at any given time. They further certify and confirm that these premises constitute our written consent to cast their vote in favor of certain resolutions duly adopted on August 14, 2012 of the Board of Directors of Insight Management Corporation, a corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, upon due consideration and discussion with the Board of Directors, the above named individuals, confirm that they have recommended to the shareholders and the shareholders have decided to accept their recommendation that it is in the best interest of the Company to effect the following resolutions:

BE IT RESOLVED, that upon due consideration, and analysis that the Company's issued and outstanding shares of the common voting stock of the Company be negatively split in the ratio of one (1) share for every Five hundred (500) shares of such stock owned by holders of record on September 17, 2012;

BE IT RESOLVED, that the "reverse" split shall be deemed a negative dividend declared by the Board of Directors and as such shall not affect the total authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) common voting shares;

BE IT RESOLVED, that such reverse being a negative dividend shall not change the par value, \$.00014, of the issued and outstanding shares affected by the reverse split; and

NOW, THEREFORE, IT IS RESOLVED, that on the vote of the holder of Preferred "A" Stock which consists of one and one-half times the issued and outstanding vote of the common stock, that the issued and outstanding shares of the Company's common stock shall undergo a reverse split of one (1) share for each Five hundred (500) shares held by each shareholder of record of the Company on September 17, 2012; and

IT IS FURTHERED RESOLVED, that such reverse shall not affect the authorized capitalization of the Company, that being and remaining Three billion (3,000,000,000) authorized common voting shares; and

IT IS FURTHER RESOLVED, that such reverse split shall be deemed a negative dividend declared by the Board of Directors, as such the reverse shall have no effect on the par value of the issued and outstanding shares subject to the reverse, that being and remaining, \$.00014;

