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EFFECTIVE DATE
1-4-13

FILED
12 DEC 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SJS

1-4-13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Insight Management Corp.

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 Corp.
Firm/ Company
676A Ninth Avenue, Suite 207
Address
New York, NY 10036
City/ State and Zip Code

kjaz@verizon.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin Jasper at (917) 886 8245
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 checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input 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

EFFECTIVE DATE
1-4-2013

FILED
12 DEC 27 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Insight Management Corp.

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

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**)*

676A Ninth Avenue, Suite 207
New York, NY 10036

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

676A Ninth Avenue, Suite 207
New York, NY 10036

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

The date of each amendment(s) adoption: December 3, 2012

Effective date if applicable: January 4, 2013
(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.

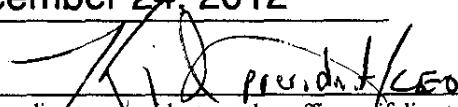
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by Preferred A (Super Voting Rights Holders) ..
(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 December 24, 2012

Signature  president/CEO

(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/ CEO
(Title of person signing)

**INSIGHT MANAGEMENT CORP.
676A Ninth Avenue, Suite 207
New York, NY 10036**

**ACTION TAKEN ON UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF
INSIGHT MANAGEMENT CORP. (THE "CORPORATION")**

At a meeting of the Board of Directors (the "Board") on December 3, 2012, held telephonically at 11:30 am, called by the President, a quorum being present and each of the directors having waived Notice, the following Agenda was duly discussed and deliberated:

Present by Telephone:

Kevin Jasper, President/CEO and Corporate Secretary
Stephen Vlahos, Vice President

Guests:

M. David Sayid, Esq. - Outside Counsel
Edward J. da Parma - Executive Support and Services Group, Corp.

Agenda:

1. Meeting the pre-conditions required by the Agreement of Acquisition of Advantage Disposal Solutions, Inc. ("Advantage") previously approved by the Board on 12/3/2012

a) That the Board shall declare a forward split of its stock for all shareholders of record on January 4, 2013 (the "Record Date") of approximately twenty five (25) (24.8889) additional shares of common stock for each one (1) share held as of the record causing the total issued and outstanding to become Twenty Four Million Nine Hundred Ninety Nine Thousand Seven Hundred Eighty Four (24,999,784) common shares (inclusive of the existing One million four thousand four hundred fifty two (1,004,452) ISIM shares).

b) That the basis of the common shares being distributed shall be the Market Value of the shares at close of the financial markets on January 4, 2013.

c) The stock split of 24:1 shall not affect the total number of authorized common shares, nor its stated par value; \$0.0014. The Board authorizes the Corporation's accountants to treat the stock split in its records to be adjusted by debiting retained earnings for the fair market value on the close of business January 3, 2013 and crediting common stock at par value, with the difference credited to additional paid in capital. Thereby having no impact on shareholder equity, but reduces

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the retained earnings of the Company for the value of the forward split.

1. Approve and authorize the equity consideration for the purchase of Advantage as part of the said acquisition, Insight Management Corporation shall issue One Hundred Twenty Five Million (125,000,000) common shares to Advantage shareholders.

a) The consideration for the purchase of Advantage is One Hundred Twenty-Five Million (125,000,000) common shares, to be distributed to the shareholders of Advantage, representing 82.7% of the issued and outstanding shares, in exchange for eighty million (80,000,000) common shares of Advantage, representing 100% of the issued and outstanding shares.

b) The value of such ISIM common shares shall be the closing price of the shares on the date immediately preceding the day of the Closing.

c) In further consideration for the purchase, ISIM shall increase the number of authorized Preferred Shares so that twenty million (20,000,000) such shares shall be available for issue and designated Preferred Shares Series C, with each of the preferences, conversion and voting rights set forth in the Agreement of Acquisition.

2. Other actions required by the Board to culminate the proposed transaction of acquisition:

a) Re-purchase the single Preferred Series "A" share from Kevin Jasper for its face value of \$10.00.

b.) Amend the Certificate of Incorporation in the State of Florida to reflect the change in authorized capitalization of the Corporation by increasing the authorized Preferred Shares by 15,000,003 shares.

c) Amend the Certificate of Incorporation in the State of Florida to Advantage or other such name as the controlling shareholders so approve.

Discussion:

1. A. The Forward Split

Executive Support and Services Group, Corp. outlined the effects of the forward split on the shareholder equity, particularly that the split would have no effect on shareholders' equity. The total equity remains the same as the forward split will reduce the price per share to reflect a zero net effect on shareholders' equity. Further Executive Support explained that the forward stock split would be entered into the

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Corporation's accounting records by debiting retained earnings in the amount of the fair market value on the effective date of the forward split thereby increasing the retained deficit and crediting common stock at par value with the difference to fair market value credited as additional-paid in-capital

Both Messrs. da Parma and Sayid advised the culmination of the acquisition.

After due discussion of the other particular items which are necessary to meet the pre-conditions to the acquisition, a motion being made by Mr. Jasper to accept the terms of the preconditions to the Acquisition, and duly seconded by Mr. Vlahos, the Board unanimously agreed as follows:

BE IT RESOLVED: That the Corporation shall declare a forward split to each shareholder of the Corporation who is a shareholder of record on January 4, 2013 (the "Record Date") of approximately twenty five (25) (actually 24.8889) shares of common stock of the Corporation for each one (1) share of common stock owned and recorded on the books of the Transfer Agent on January 4, 2013. That the basis of the common shares being distributed shall be the Market Value of the shares at close of the financial markets on January 3, 2013.

BE IT FURTHER RESOLVED: That intention of the Board is to declare and issue the dividend before the end of the year with an effective date as of the date of record set forth in the above resolution; however, such contingent on the execution of the Agreement of Acquisition. The distribution of the intended forward split shares shall take place within thirty (30) days of its effective date.

2. The Acquisition

Discussion:

It is in the best interest of the shareholders to acquire Advantage. M. David Sayid, Esq. discussed each of the terms of the Acquisition and the advantage of completing the same especially in terms of the Corporation continuing as a going concern. Mr. Sayid explained the purchase price was strictly equity in the form of both common shares and a new authorization of Preferred Stock. Mr. Sayid explained and the board discussed the following preferences for the new stock:

Anti-Dilution Features. The A-Preferred shall have anti-dilutive rights. For example, if there are 120,000,000 shares of ISIM's Common Stock issued and outstanding and 10,000,000 shares of the Series A Preferred Stock issued and outstanding which are convertible into 60,000,000 shares of Common Stock and

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there is a 1:4 reverse split of the Common Stock, decreasing the number of shares of ISIM's issued and outstanding Common Stock from 120,000,000 to 30,000,000 shares, the Series A Preferred Stock shall retain the right to convert to 60,000,000 shares of Common Stock so that after the conversion of the Series A Preferred Stock the Holders of the Series A Preferred Stock shall own two thirds (60,000,000 out of a total of 90,000,000) of the issued and outstanding shares of Common Stock notwithstanding the fact that, prior to the reverse split, the Holders of the Series A Preferred Stock would have owned one third (60,000,000 out of a total of 180,000,000) of the issued and outstanding shares.

Liquidation Preferences.

(a) Upon any "Liquidating Transaction" (hereinafter defined), the holders of the A- Preferred shall be entitled, before payment to holders of any other securities of ISIM, to an amount equal in value to one million (\$1,000,000) dollars to be distributed on a pro rata basis, based upon the number of shares of Preferred Stock issued and outstanding. The holders of Series A Preferred Stock shall then participate with the holders of the Common Stock on an as converted to Common Stock basis in the distribution of all of the remaining proceeds available upon the completion of a Liquidation Transaction.

(b) For purposes of this Agreement, a "Liquidating Transaction" of ISIM shall mean a (i) voluntary or involuntary liquidation, dissolution or winding up of ISIM, (ii) the sale, transfer, conveyance, other disposal, exclusive lease, exclusive license or other disposition of all or substantially all of the assets, property or business of ISIM, (iii) the effectuation of a transaction or series of related transactions in which more than fifty (50%) percent of the voting power of ISIM is disposed of (other than as a direct result of normal, uncoordinated trading activities in the Common Stock generally), (iv) a transaction or series of transactions in which any person or "group" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934) acquires more than fifty (50%) percent of the voting equity of the Corporation, or (v) a transaction or series of transactions that constitutes or results in a "going private transaction" (as defined in Rule 13(e)-3 promulgated pursuant to the Securities Exchange Act of 1934 and the regulations of the Commission issued thereunder).

(iv) No Interest There shall be no interest payable or accrued upon the A-Preferred.

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(v) Dividends. If ISIM declares or pays dividends with respect to shares of Common Stock, then ISIM simultaneously shall pay dividends to each stockholder of the A Preferred on as converted to Common Stock basis. Additionally, if there are any unpaid dividends at the time any stockholder of A Preferred exercises his, her or its right to convert to Common Stock, such unpaid dividends shall be payable in additional shares of Common Stock.

(vi) Voting. Until converted, each share of the A-Preferred shall have a vote equal to six (6) shares of Common Stock.

It was further discussed that in order to address concerns of the acquisition constituent company regarding potential non-tax liabilities other than those disclosed on the Company's financials, the shares issued as part of the forward split shall be held in escrow for a one year period following the effective date of the acquisition. The stock to be issued under the forward split is restricted under Rule 144 of the Securities and Exchange Act, and cannot be sold or transferred for a year, the same period of the escrow agreement. The shares shall be issued bearing the standard Rule 144 legend and further legend setting forth the escrow restrictions. Notwithstanding the escrow, the shareholders of the escrowed shares shall retain all voting rights and rights to dividends in the shares throughout the period of the escrow.

Messrs. Sayid and da Parma explained the issuance of the new shares (125,000,000) will require issuance pursuant to an exemption under Section 4(c) of the Securities Act. Since the issuance is between two corporations, they recommend the issuance be pursuant to the exemption from registration under Rule 506 of the Act. Management will be responsible for filing the appropriate Form D with both the federal authorities and the State of Florida.

After due discussion of the matters set forth above and motion by Mr. Jasper duly seconded by Mr. Vlahos, the Board unanimously agreed as follows:

BE IT RESOLVED: That Corporation agrees to the consideration of 125,000,000 shares of its common stock at par value \$0.0014 pursuant to the exemption provided by Rule 506, as it applies to accredited investors; and to the authorization and issuance of 20,000,000 shares of Preferred Stock as set forth in the discussion above as consideration for the purchase and acquisition of 100% of the common stock now issued and outstanding of Advantage Disposal Inc.

BE IT FURTHER RESOLVED: That the fair market value of the ISIM common shares being exchanged for all of the Advantage shares shall be determined as the close of the market as published by OTC Markets, Inc. on the day prior to the day of the

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Closing.

BE IT FURTHER RESOLVED: That after the execution of the Acquisition Agreement, the Board shall amend the Articles of Incorporation of Corporation to increase the authorized preferred shares of the Corporation by 15,000,003 shares and to designate all 20,000,000 of the authorized shares as Preferred Series C with the preference set forth in the discussion above.

BE IT FURTHER RESOLVED: That the Board immediately upon execution of the Acquisition Agreement shall retire and purchase back from Kevin Jasper the sole issued and outstanding Preferred Series "A" share at its face value.

BE IT FURTHER RESOLVED: That the Board will amend the Articles of Incorporation changing the name of the Corporation and its address as requested by the representatives of the majority of the shareholders.

Upon motion by Mr. Jasper and duly seconded by Mr. Vlahos, the Board passed the following general authorizing resolutions to facilitate the completion of the acquisition of Advantage Disposal Solutions.

BE IT 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 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; and

BE IT FURTHER RESOLVED: That the officers of the Corporation be, and each of them hereby is, alone or together, authorized to execute and deliver for and on behalf of the Corporation, all such instruments, reports, notices, consents, waivers, certificates and other documents, to make all arrangements, to pay all such fees and expenses, and to do and perform all such acts and things and to execute and deliver or file, in the name and on behalf of the Corporation, all such instruments, reports, notices, consents, waivers, certificates and other documents, as they may deem necessary or appropriate to effectuate the foregoing resolutions or otherwise in connection with the transactions described in or contemplated herein (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or by the execution of such instruments, reports and documents); and

BE IT FURTHER RESOLVED: that any actions by any director, officer, employee or agent of the Corporation on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Corporation; and

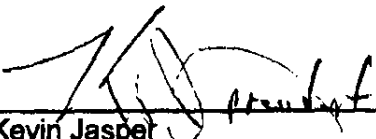
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BE IT FURTHER RESOLVED: That this Action by Unanimous Written Consent may be executed in any number of counterparts and when each director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect as of the date hereof, and it is further

BE IT FURTHER RESOLVED: That this Action by Unanimous Written Consent shall be filed with the minutes of meetings of the Board of Directors of the Corporation and shall be treated for all purposes as action taken at a meeting.

IN WITNESS HEREOF, the undersigned, constituting a unanimous consent of the members of the Board of Directors of the Corporation, has executed this Action by Unanimous Written Consent as of the date first above written.

Dated: New York, New York
December 3, 2012

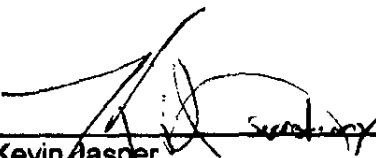


Kevin Jasper

Stephen Vlahos

Certification:

I, Kevin Jasper, certify the above is a true and accurate record of the meeting held on December 4, 2012, telephonically, at which time, each of the directors were present and voted to approve the actions set forth above.



Kevin Jasper

12/4/2012

Date

by the taking of such actions or by the execution of such instruments, reports and documents); and

BE IT FURTHER RESOLVED: that any actions by any director, officer, employee or agent of the Corporation on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Corporation; and

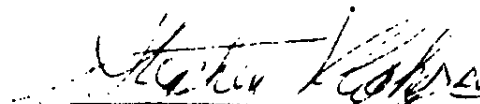
BE IT FURTHER RESOLVED: That this Action by Majority Written Consent may be executed in any number of counterparts and when each director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect as of the date hereof; and it is further

BE IT FURTHER RESOLVED: That this Action by Majority Written Consent shall be filed with the minutes of meetings of the Board of Directors of the Corporation and shall be treated for all purposes as action taken at a meeting.

IN WITNESS WHEREOF: the undersigned, constituting a majority of the members of the Board of Directors of the Corporation, has executed this Action by Majority Written Consent as of the date first above written.

Dated: New York, New York
December 3, 2012

Kevin Jasper


Stephen Vlahos

**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 December 3, 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 positively split in the ratio of Twenty four (24.8889) shares for every One (1) share of such stock owned by holders of record on January 4, 2013;

BE IT RESOLVED, that the "forward" split shall be deemed a positive 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 positive dividend shall not change the par value, \$.00014, of the issued and outstanding shares affected by the forward 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 forward split of Twenty four (24.8889) shares for every One (1) share held by each shareholder of record of the Company on January 4, 2013; and

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

