

To: The Florida Dept. of State  
Subject: 000693.91220

From: As Nay Smith

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

000693.91220

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**GV FINANCIAL CORP.**

Certificate of Status	0
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RECEIVED  
2008 AUG 18 AM 8:00  
SECRETARY OF STATE  
ALABAMA  
FLORIDA

FILED  
2008 AUG 18 AM 10:42  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
GV FINANCIAL CORP.**

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2008 AUG 18 AM 10:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), **GV FINANCIAL CORP.** (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation (the "Amendment"):

1. The Amendment set forth below was duly adopted by Joint Written Consent of the Sole Member of the Board of Directors and the Sole Shareholder of the Corporation dated August 18, 2008. The number of votes cast for the Amendment by the Corporation's sole shareholder was sufficient for approval.

The Corporation's Articles of Incorporation shall be amended by replacing "ARTICLE IV SHARES" in its entirety with the following:

**"ARTICLE IV SHARES**

The Corporation shall have ONE THOUSAND (1000) shares of Common Stock, par value \$1.00 per share, authorized and available for issuance."

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment on the 18th day of August, 2008.

**GV FINANCIAL CORP.**

By: \_\_\_\_\_

*Herbert Matos*  
Herbert Matos, President

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JOINT WRITTEN CONSENT  
OF  
THE SOLE DIRECTOR  
AND  
SOLE SHAREHOLDER  
OF  
GV FINANCIAL CORP.

The undersigned, being the sole member of the Board of Directors (the "Board") and the sole shareholder of GV FINANCIAL CORP., a Florida corporation (the "Corporation"), pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, does hereby adopt the resolutions set forth below and agrees that when the sole Director and the sole shareholder have signed this written consent (this "Consent") or an exact counterpart hereof, each of which counterparts when taken together constituting one Consent, the resolutions set forth below shall be deemed to have been adopted at a formal special meeting of the Board and the Corporation's shareholders, duly called and held for the purpose of acting upon a proposal to adopt such resolutions.

WHEREAS, the Sole Director of the Board and the sole shareholder of the Corporation have determined that it is in the best interest of the Corporation and the sole shareholder to amend the Articles of Incorporation to increase the number of shares of Common Stock of the Corporation.

NOW, THEREFORE, BE IT

RESOLVED, that Sole Director of the Board and the sole shareholder of the Corporation approve that the Corporation amend its Articles of Incorporation to increase the number of authorized shares of Common Stock to One Thousand (1000) shares of Common Stock, par value \$1.00 per share;

FURTHER RESOLVED, that the appropriate officer of the Corporation is authorized, empowered and directed to execute the Amendment to Articles of Incorporation, a copy of which is attached to this Consent as Exhibit A, with the Florida Department of State; and

FURTHER RESOLVED, that any action that has been taken by the appropriate officer of the Corporation in connection with the foregoing resolutions is hereby ratified, approved and confirmed.

[SIGNATURE BLOCKS ON FOLLOWING PAGE]

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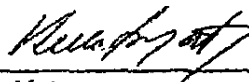
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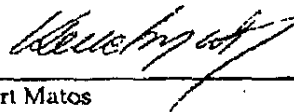
IN WITNESS WHEREOF, the undersigned have executed this Joint Written Consent of the Sole Director and Sole Shareholder of the Corporation to be effective as of August 18, 2008.

DIRECTOR:



Herbert Matos

SHAREHOLDER:



Herbert Matos

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