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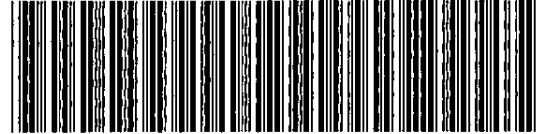
(Business Entity Name)

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09 MAR 10 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

G. Goulette MAR 12 2008

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** THOMAS ANTHONY & ASSOCIATES, INC

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

JOSEPH D. QUINONES

(Name of Contact Person)

THOMAS ANTHONY & ASSOCIATES

(Firm/ Company)

1110 DOUGLAS AVE. STE 1001

(Address)

ALTAMONTE SPRINGS, FL 32792

(City/ State and Zip Code)

For further information concerning this matter, please call:

JOSEPH D. QUINONES

(Name of Contact Person)

at ( 407 ) 862-5300

(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

THOMAS ANTHONY & ASSOCIATES, INC.

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

\_\_\_\_\_  
(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):**

\_\_\_\_\_  
(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)**

IV A                      IV B

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TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(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)

ATTACHED

\_\_\_\_\_  
(continued)

The date of each amendment(s) adoption: 2-22-08

Effective date if applicable: 2-22-08  
(no more than 90 days after amendment file date)

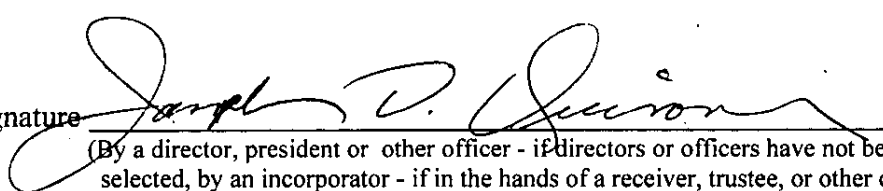
Adoption of Amendment(s) **(CHECK ONE)**

- ☒ 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)

JOSEPH D. QUINONES

(Typed or printed name of person signing)

CEO - DIRECTOR

(Title of person signing)

**FILING FEE: \$35**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THOMAS ANTHONY & ASSOCIATES, INC.

Pursuant to the provisions of Section 607.106 of the Florida Statutes, the undersigned corporation adopts the following amendments to its articles of Incorporation:

1. The name of the corporation is Thomas Anthony & Associates, Inc.
2. The following amendments to the articles of incorporation was adopted and approved by the shareholders on February 21, 2008. The number of votes cast for the amendment was sufficient for approval.

Article IV of the original articles of incorporation shall be deleted and replaced with the following:

Article IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100,000 shares of common stock, \$0.001 par value.
2. 100,000 shares of preferred stock, \$0.001 par value. The designation, powers preferences and relative participation, optional or other special rights, and the qualifications, restrictions and limitations thereof in respect of the Preferred Stock are as follows:

A, Dividend Provisions, The holders of the Preferred Stock will be entitled to share equal to 40% of the corporation's legally

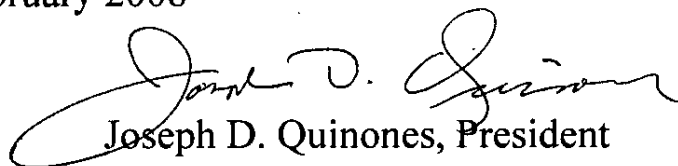
available net profits, payable annually upon completion of the corporations annual audit. Dividends on the Preferred Stock will be in preference to any dividends paid on Common Stock. Dividends on the Preferred Stock will be noncumulative.

B. Liquidation Preference. In the event of any liquidation or winding up the Company, the holders of the Preferred Stock will be entitled to receive in preference to the holders of the Common Stock an amount equal to their original issue per share price plus any unpaid dividends. The Preferred Stock shall not be participating so that after payment of the original issue prices to the holders of the Preferred Stock, the holders of the Preferred Stock shall not be entitled to any distributions of any remaining assets. A merger, acquisition or sale of substantially all of the assets of the Company in which the shareholders of the Company do not own a majority of the outstanding shares of the surviving corporation shall be deemed a liquidation.

VOTING RIGHTS, The shares of the Preferred Stock shall have no voting rights or powers on any matters that holders of the Common Stock are entitled to vote one (1) vote per share on matters relating to the Preferred Stock, without provision for cumulative voting.

REDEMPTION, The Company may, at any time redeem all or some of the Preferred Stock, pro rata among the holder of the Preferred Stock, upon the payment to the holders of Preferred Stock the amount equal to 115% of the original issue price per share of the redeemed Preferred Stock plus unpaid dividends (if any).

Signed this 22<sup>nd</sup> day of February 2008

  
Joseph D. Quinones, President