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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

12-3-08

THERREL BAISDEN, P.A.

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FRED R. BAISDEN (1903 - 1971)
BARON DE HIRSCH MEYER (1899 - 1974)
LEO ROSE, JR. (1917 - 1998)
CATCHINGS THERREL (1890 - 1971)
MILTON WEISS (1913 - 1980)

WRITER'S EMAIL:
MHASNER@THERRELBAISDEN.COM

November 25, 2008

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Amendment to Articles of Incorporation for:

**Blackstone Asset Management, Inc.
Touchstone Merchant Services, Inc.
Flagler Biscayne, Inc.
Blackstone Calling Card, Inc.
Mia Resorts, Inc.
Real Time Technologies, Inc.
Our File No.: 206373 - Luis Arias**

Dear Sir/Madam:

Enclosed herein are six (6) original Articles of Amendment to Articles of Incorporation for the above captioned corporations. We enclose a check to cover the following costs:

Filing Fee for six (6) Articles of Amendment
to Articles of Incorporation (\$35.00 each x 6) \$210.00

Please return, to the undersigned, your recording date acknowledging the filing of the enclosed Articles of Amendment.

Very truly yours,

THERREL BAISDEN, P.A.

By:


Jonathan Feuerman

JF:rav
Enclosures

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
FLAGLER BISCAYNE, INC.

FILED
2008 NOV 26 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **FLAGLER BISCAYNE, INC.**
2. The following Amendment of the Articles of Incorporation was adopted by the Shareholders of the Corporation on the 19th day of November, 2008, in the manner prescribed by Florida law.

Article IV of the corporate charter filed on July 1, 2008, is amended as follows:

**"ARTICLE IV
Capital Stock**

The Corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class A Voting Common Shares"; and ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock which shall be designated "Class B Nonvoting Common Shares". The Class A and Class B shares shall be entitled in all respects to equal rights and privileges except that each share of Class A shall be entitled to one (1) vote and each share of Class B shall be nonvoting stock."

3. The number of shares of the Corporation outstanding at the adoption was five hundred (500), and the number of shares entitled to vote thereon was five hundred (500).

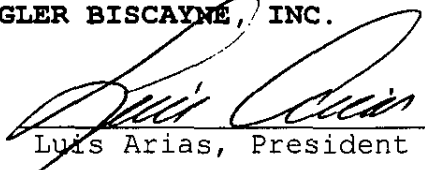
4. The number of shares voted in favor of such Amendment was five hundred (500)), and the number of shares voted against such Amendment was none.

5. This Amendment shall become effective immediately upon filing with the Department of State of Florida.

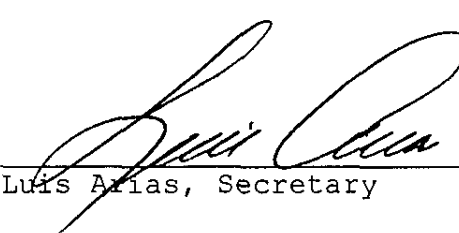
DATED this 19th day of November, 2008.

FLAGLER BISCAYNE, INC.

By:


Luis Arias, President

ATTEST:


Luis Arias, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned officer, personally appeared Luis Arias, President of FLAGLER BISCAYNE, INC., a Florida corporation, known to me and known by me to be the person who executed the foregoing instrument.

WITNESS my hand and official seal in the state and county last aforesaid, this 19th day of November, 2008.

Gladys Velez-Richardson
Notary Public,
State of Florida at Large

My Commission Expires:

10/29/2010

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