

DEC-11-2008 THU 01:32 PM

FAX NO.

P. 01

Division of Corporations

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PO8000088437

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

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
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CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.**

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T. Roberts DEC 11 2008

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FAX NO.

P. 03

850-617-6381

12/10/2008 3:10

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Florida Dept of State



December 10, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations
CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.
555 WINDERLEY PLACE
SUITE 300
MAITLAND, FL 32751

SUBJECT: CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.
REF: P08000088437

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the corporation is a PROFIT corporation it must be signed 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.

If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Authorized Representative is not an acceptable signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

FAX Aud. #: H08000271047
Letter Number: 508A00059934

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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ROBERT G. BRIGHTMAN
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CARNESHA J. CRAFT
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PAMELA L. FOELS
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December 11, 2008

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RICKI J. WHIPPLE
BERNARD J. ZIMMERMAN (Retired)

VIA FACSIMILE

Tina Roberts, Regulatory Specialist II
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: CE Environmental and Property Services Group, Inc. (the "Corporation")
Ref.: P08000088437

Dear Ms. Roberts:

I am in receipt of your correspondence dated December 10, 2008 (letter no.: 508A00059934, a copy of which is provided for your reference) wherein you indicated that a profit corporation must have a director, president or other officer sign Articles of Amendment to Articles of Incorporation. In response, I enclose a copy of the Unanimous Written Consent of the Board of Directors and Shareholders of the Corporation in Lieu of a Meeting authorizing me to sign the Articles of Amendment to Articles of Incorporation on behalf of the Corporation. Nonetheless, I am submitting revised Articles of Amendment to reflect my designation as incorporator of the Corporation. If you have any questions, or if you require any additional information with which to file the Articles of Amendment, please do not hesitate to contact me. Thank you for your assistance.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/mvt
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 DEC 11 PM 3:21

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.**

Document No.: P08000088437

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its Articles of Incorporation:

NEW CORPORATE NAME: Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE I

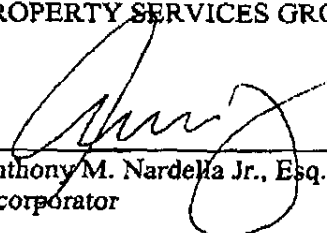
The name of the corporation ("Corporation") is CE PROPERTY SERVICES GROUP, INC."

DATE OF ADOPTION OF AMENDMENT: December 1, 2008

EFFECTIVE DATE: December 1, 2008

ADOPTION OF AMENDMENT: This amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

**CE ENVIRONMENTAL AND
PROPERTY SERVICES GROUP, INC.**

By: 
Anthony M. Nardella Jr., Esq.
Incorporator

CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.
(a Florida corporation)

**Unanimous Written Consent of
Board of Directors and Shareholders
in Lieu of Meeting**

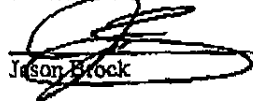
Pursuant to the Florida Business Corporation Act, the undersigned, constituting all of the members of the Board of Directors (the "*Board*") and shareholders (the "*Shareholders*") of CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC., a Florida corporation (the "*Corporation*"), hereby waive the calling or holding of a meeting and consent in writing as of this 1st day of December, 2008, to the following actions, and direct that this Unanimous Written Consent of Board of Directors and Shareholders in Lieu of Meeting (this "*Consent*") be filed with the minutes of proceedings of the Corporation.

IT IS HEREBY RESOLVED:

1. That the Articles of Amendment to the Articles of Incorporation of the Corporation, attached hereto as Exhibit A, is approved in its entirety and that Anthony M. Nardella Jr., Esq. is hereby empowered and directed to file the same with the Florida Department of State on behalf of the Corporation.
2. That each of the officers of the Corporation is hereby individually authorized and directed to take any and all actions and to execute any and all further agreements, instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to effect the foregoing resolution, the taking of any such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was hereby authorized, and that all such actions taken prior to the effectiveness of these resolutions are hereby ratified and approved.
3. This Consent may be executed by facsimile in separate counterparts, all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders have executed this written Consent as of the date and year first above written.

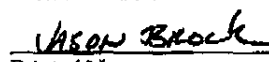
DIRECTORS:

 CEO
Jason Brock

Nicko Mavro

Ivan Dalla Costa

SHAREHOLDERS:


Printed Name: _____

Printed Name: _____

Printed Name: _____

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CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.
(a Florida corporation)

**Unanimous Written Consent of
Board of Directors and Shareholders
in Lieu of Meeting**

Pursuant to the Florida Business Corporation Act, the undersigned, constituting all of the members of the Board of Directors (the "**Board**") and shareholders (the "**Shareholders**") of CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC., a Florida corporation (the "**Corporation**"), hereby waive the calling or holding of a meeting and consent in writing as of this 1st day of December, 2008, to the following actions, and direct that this Unanimous Written Consent of Board of Directors and Shareholders in Lieu of Meeting (this "**Consent**") be filed with the minutes of proceedings of the Corporation.

IT IS HEREBY RESOLVED:

1. That the Articles of Amendment to the Articles of Incorporation of the Corporation, attached hereto as *Exhibit A*, is approved in its entirety and that Anthony M. Nardella Jr., Esq. is hereby empowered and directed to file the same with the Florida Department of State on behalf of the Corporation.
2. That each of the officers of the Corporation is hereby individually authorized and directed to take any and all actions and to execute any and all further agreements, instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to effect the foregoing resolution, the taking of any such action to be conclusive evidence that the same was deemed to be necessary or appropriate and was hereby authorized, and that all such actions taken prior to the effectiveness of these resolutions are hereby ratified and approved.
3. This Consent may be executed by facsimile in separate counterparts, all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned members of the Board and the Shareholders have executed this written Consent as of the date and year first above written.

DIRECTORS:

Jason Brock

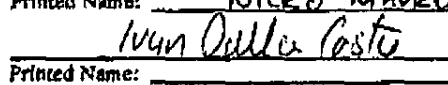

Nicko Mauro


Ivan Balla Costa

SHAREHOLDERS:

Printed Name: _____


Printed Name: NICKO MAURO


Printed Name: _____

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FAX NO.

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Exhibit A

Amendment to Articles of Incorporation

[A copy of the Articles of Amendment to the Articles of Incorporation appears on the following pages.]

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CE ENVIRONMENTAL AND PROPERTY SERVICES GROUP, INC.

Document No.: P08000088437

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its Articles of Incorporation:

NEW CORPORATE NAME: Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE I

The name of the corporation ("Corporation") is **CE PROPERTY SERVICES GROUP, INC."**

DATE OF ADOPTION OF AMENDMENT: December 1, 2008

EFFECTIVE DATE: December 1, 2008

ADOPTION OF AMENDMENT: This amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

**CE ENVIRONMENTAL AND
PROPERTY SERVICES GROUP, INC.**

By: Anthony M. Nardella Jr., Esq.
Authorized Representative