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CORE PARTNER HOLDINGS, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CORE PARTNER HOLDINGS, INC.**

Pursuant to Sections 607.1022 and 607.0602 of the Florida Business Corporations Act of the State of Florida, the undersigned President of Core Partner Holdings, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the State of Florida and bearing Document Number P09000080310 does hereby certify:

FIRST: Whereas, by virtue of the authority contained in the Articles of Incorporation of the Corporation, the Corporation has authority to issue two million (2,000,000) shares of preferred stock, \$0.001 par value per share, the designation and amount thereof and series, together with the powers, preferences, rights, qualifications, limitations or restrictions thereof, to be determined by the Board of Directors pursuant to the applicable laws of the State of Florida.

SECOND: The Board of Directors approved the following amendments to the Corporation's Articles of Incorporation pursuant to unanimous written consent on September 30, 2009 pursuant to Section 607.0821 of the Business Corporation Act and has hereby established a Series A 6% Convertible Preferred Stock authorized to be issued by the Corporation as above stated, with the designations and amounts thereof, together with the voting powers, preferences and relative, participating, optional and other special rights of the shares of each such series, and the qualifications, limitations or restrictions thereof, to be as follows:

THIRD: Article IV - Capital Stock of the Corporation's Articles of Incorporation shall be amended to include the following designation:

Series A 6% Convertible Preferred Stock

The Corporation shall designate a series of Preferred Stock, consisting of 100,000 shares, as Series A 6% Convertible Preferred Stock which shall have the following designations, rights and preferences:

1. **Stated Value.** The stated value of the Series A 6% Convertible Preferred Stock shall be \$10.00 per share.

2. **Dividends.** The holders of Series A 6% Convertible Preferred Stock shall be entitled to receive cumulative dividends at the rate of 6% per annum when and if declared by the Board of Directors.

3. **Conversion.** Each share of Series A 6% Convertible Preferred Stock is convertible into forty (40) shares of the Corporation's Common Stock (the "Conversion Ratio") at any time at the option of the holder. So long as any shares of Series A 6% Convertible Preferred Stock are outstanding, if the Corporation subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Ratio in effect immediately prior to such subdivision will be proportionately reduced or if the

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Corporation should combine (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio in effect immediately prior to such combination will be proportionately increased.

4. **Redemption.** The shares of Series A 6% Convertible Preferred Stock are redeemable by the Corporation upon thirty (30) days notice to the holder for a redemption price per share equal to the Stated Value together with any accrued but unpaid dividends. In the event any shares of Series A Preferred Stock shall be redeemed pursuant to this section, the shares so redeemed shall automatically be cancelled and returned to the status of authorized but unissued shares of preferred stock.

5. **Voting Rights.** The holders of the shares of Series A 6% Convertible Preferred Stock are not entitled to any voting rights except as may be specifically provided for by the laws of the State of Florida.

6. **Liquidation, Dissolution, Winding-Up.** In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series A 6% Convertible Preferred Stock then outstanding shall be entitled to receive, out of the remaining assets of the Corporation available for distribution to its shareholders, an amount equal to the Stated Value per share.

7. **No Preemptive Rights.** No holder of the Series A 6% Convertible Preferred Stock shall be entitled to rights to subscribe for, purchase or receive any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of September 30, 2009.

Core Partner Holdings, Inc.

By: 

Vincent LaBarbara, President

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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CORE PARTNER HOLDINGS, INC.**

The undersigned, being the members of the Board of Directors of Core Partner Holdings, Inc., a Florida corporation (the "Corporation"), hereby adopt the following resolutions by written consent in lieu of a meeting pursuant to the provisions of Section 607.0821 of the Florida Business Corporations Act:

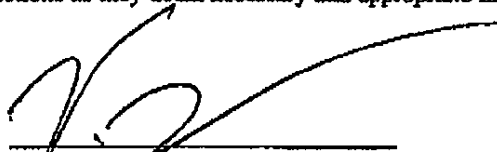
RESOLVED, that the Corporation be and hereby adopt the Core Partner Holdings, Inc. 2009 Equity Compensation Plan (the "Plan") in the form attached hereto as Exhibit A and incorporated herein by such reference; and be it

FURTHER RESOLVED, that the Corporation shall reserve from its authorized but unissued shares of common stock 2,000,000 shares (the "Plan Shares") for issuance pursuant to the terms of the Plan; and be it

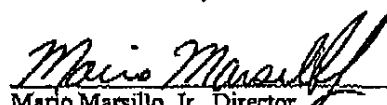
FURTHER RESOLVED, that upon issuance of the Plan Shares in accordance with the terms of the Plan such shares shall be fully paid and non-assessable; and be it

FURTHER RESOLVED, that the proper officers of the Corporation be and hereby are authorized and directed to take such additional acts or actions as they deem necessary and appropriate in connection with the herein approved actions.

Dated: September 30, 2009



Vincent LaBarbara, Director



Mario Marsillo, Jr., Director

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