

P11000065339

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

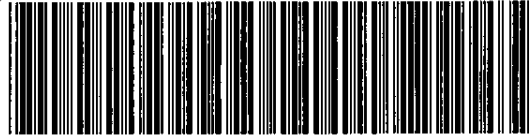
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12 FEB -3 AM 8:10  
SEAL OF STATE  
OFFICE OF THE CLERK

THE LAW FIRM OF  
**FRANK • WEINBERG • BLACK, P. L.**

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\*MEMBER NEW YORK BAR  
\*\*MEMBER D. C. BAR  
\*\*\*MEMBER P. A. BAR  
\*\*\*\*OF COUNSEL

February 2, 2012

**VIA FEDERAL EXPRESS**  
Department of State  
Registration Section  
2661 Executive Center Circle  
Clifton Building  
Tallahassee, FL 32301

Re: Subway Owls, Inc. and Subway Owls, LLC  
**Our File No. 8476.059**

To Whom It May Concern:

Subway Owls, Inc. recently incorporated but has no shareholders at this time. Subway Owls, Inc. has decided not to proceed as a corporation. The person associated with Subway Owls, Inc. has decided that he prefers to operate as a limited liability company under the name of Subway Owls, LLC. The parties are the same in each of the entities. Therefore, in connection with this transaction, which I have been told today from the Registration Department is acceptable, are the following documents:

1. Articles of Amendment changing the name of Subway Owls, Inc. to Giorgi Holdings, Inc.;
2. Consent of Subway Owls, Inc. for Subway Owls, LLC to use the name "Subway Owls"; and
3. Articles of Organization of Subway Owls, LLC.

We request that these documents be filed immediately and we have enclosed our firm's checks in the amount of \$35.00 for the filing of the Articles of Amendment and \$125.00 for the filing of the Articles of Organization.

If you have any questions regarding this matter, please contact my legal assistant, Becky at 954-474-8000 ext. 155. Your prompt attention to this matter will be appreciated.

Very truly yours,

**FRANK, WEINBERG & BLACK, P.L.**



**BRUCE HURWITZ, ESQUIRE**

For the Firm  
BH/rdm  
Enclosures

**REPLY TO**

7805 S.W. 6TH COURT • PLANTATION, FL 33324  
BROWARD (954) 474-8000 • FAX (954) 474-9850

1800 BOCA CENTER, 1800 N. MILITARY TRAIL • SUITE 170 • BOCA RATON, FL 33431  
TELEPHONE (561) 395-3350 • FAX (561) 395-3339

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SUBWAY OWLS, INC.**

**FILED**  
12 FEB 23 AM 8:40  
CLERK OF DISTRICT COURT  
JAIL HALLWAY OFFICE

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

1. The name of the Corporation is: SUBWAY OWLS, INC. The document number of the Corporation is P11000065339.
2. Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"ARTICLE I**

The name of the Corporation is: Giorgi Holdings, Inc."

3. By action of the Board Directors dated February 1, 2012, the Board of Directors approved these Articles of Amendment without shareholder approval as shareholder action was not required and the number of votes cast for the amendment by Board of Directors was sufficient for approval.

*IN WITNESS WHEREOF*, the undersigned has executed these Articles of Amendment this 1<sup>st</sup> day of February, 2012.

**SUBWAY OWLS, INC.**

By: 

John L. Giorgi, Director