

P96000096311

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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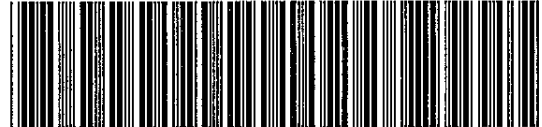
(Business Entity Name)

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TALLAHASSEE, FLORIDA

C. Ocullette DEC 02 2003

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Money Tree Lending Group, Inc. P96000096311  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE MONEY TREE LENDING GROUP, INC.**

FILED  
2003 DEC - 2 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** Article 7 of the Articles of Incorporation of THE MONEY TREE LENDING GROUP, INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

**SECOND:** The corporate capitalization of THE MONEY TREE LENDING GROUP, INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN MILLION (10,000,000)** shares of preferred stock, each having the par value of **\$0.0001**, and **ONE HUNDRED MILLION (100,000,000)** shares of common stock, each having a par value of **\$0.0001**.

7.2 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval except only as the laws of the State of Florida require that voting be granted to such



**SPIEGEL & UTRERA, P.A.**  
L A W Y E R S

preferred shares, and,

7.3 The holders of the preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to, common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared by the Directors of the Corporation, and,

7.4 Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other Corporation or Corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

7.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.6 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.7 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**THIRD:** Article 5 of the Articles of Incorporations provides:

President: Philip A. Sampiere, Jr.  
Secretary: Shawn Sampiere  
Treasurer: Lisa Warram



**SPIEGEL & UTRERA, P.A.**  
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**FOURTH:** Article 5 of the Articles of Incorporation shall be amended to state:

President:	Philip A. Sampiere, Jr.
Vice-president:	Lisa Warram
Secretary:	Lisa Warram
Treasurer:	Philip A. Sampiere, Jr.

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** Article 6 of the Articles of Incorporation states Directors as:

Philip A. Sampiere, Jr.  
Shawn Sampiere  
Lisa Warram

**SIXTH:** The Directors of the Corporation shall be changed to:

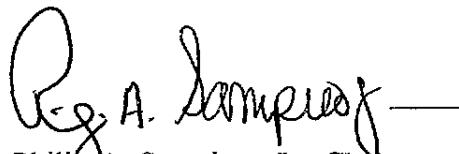
Philip A. Sampiere, Jr.  
Lisa Warram

**SEVENTH:** The date of the adoption of this amendment is the 30 October 2003.

**EIGHTH:** The Amendment was approved by the Shareholders and the Board of Directors. The number of votes cast for the Amendment was sufficient for approval.

**NINTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 30 October 2003

  
Philip A. Sampiere, Jr., Chairman of  
the Board of Director

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7.6 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

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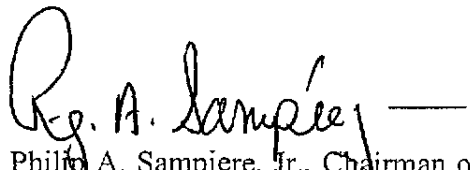
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Philip A. Sampiere, Jr., Chairman of  
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(Requestor's Name)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

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