

P97000033090

December 15, 1997

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

The Buy, Sell, or Hold Company
Ref: P97000033090

Dear Sir or Madam:

Enclosed you will find our amended articles of incorporation drafted in compliance with Florida Statute § 607.1006 and the example you enclosed in your letter dated October 6, 1997. A check for the amount of \$35.00 is also enclosed for the filing fees.

If you have any questions regarding the above matter, please call me at (813) 253-6085.

Sincerely,



S. Matthew Totty
President

Enclosures

BSH
502 S. Fremont Ave 106
Tampa FL 33606

Amend.
01-07-98
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE BUY, SELL OR HOLD COMPANY**

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SECRETARY OF CORPORATION
DIVISION OF CORPORATION
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

RESOLVED, that certain transfer limitations be added in order to comply with the corporation's "S-Corporation" status by adding the following section to Article VII of the bylaws:

"Section 6. The securities of BSH may not be offered, sold, pledged, or otherwise transferred without opinion of counsel satisfactory to the corporation that such transfer will not conflict with the intent of the corporation to otherwise comply with the S-election rules proscribed by the Internal Revenue Service."

RESOLVED, that Article VII, Section 5 of the Bylaws be deleted and the new section below be added in its place:

"Section 5. Each original stock certificate of the corporation will have the following notations printed or typed thereon:

The securities represented by this certificate have been issued in reliance on exemptions contained in and have not been registered under the Securities Act of 1933 or the Florida Securities Act. Consequently, these securities may not be sold or transferred without registration under such securities laws, or unless sold or transferred in a transaction which is exempt from registration under such laws.

Furthermore, the transfer of these securities is restricted by a bylaw/agreement, a copy of which is on file at the corporation's office. Upon request by any stockholder, the corporation will furnish a full statement of such restrictions without charge."

RESOLVED, that the following paragraph be added before the first article of the Bylaws:

"THESE BYLAWS (OR ANY PART) MAY BE SUPERSEDED BY AN AGREEMENT OF THE SHAREHOLDERS. IF THERE IS A CONFLICT BETWEEN THESE BYLAWS AND ANY SUCH SHAREHOLDERS' AGREEMENT, THEN THE SHAREHOLDERS' AGREEMENT SHALL PREVAIL."

RESOLVED, that Article II, Section 4 of the Bylaws be amended to replace the clause "either personally or by first class mail" with the clause "in compliance with those methods prescribed in Florida Statute § 607.0141."

RESOLVED, that the number of authorized shares detailed in Article IV of the Articles of Incorporation be increased to twenty million (20,000,000) shares.

SECOND:

RESOLVED, that immediately proceeding the above increase in total authorized shares, a two-hundred to one (200 to 1) stock dividend shall take effect for all shares then issued and outstanding and new stock certificates to be issued to represent the above action.

THIRD:

The date of each amendment's option: July 11, 1997

FOURTH:

Adoption of amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this day 11th of July, 1997.

Signature: _____

S. Matthew Totty, President