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TRANSMITTAL LETTER

Via Mail:

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 487- 6052

Via Courier:

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487- 6052

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-08/25/97--01032--001

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

Subject: Articles of Amendment for Cypress Development Group, Incorporated.

Enclosed is an original and one(1) copy of the Articles of Amendment and a check for:

\$35.00 – Filing Fee, Articles of Amendment.

FROM:

Mark Iwinski
13326 Highland Chase Place
Fort Myers, FL 33913
(941) 561-0287

P.S. An additional (third copy) of the Articles of Amendment is enclosed. Please stamp this copy with the filing date and return it in the enclosed self-addressed stamped envelope. Thank you.

FILED
97 AUG 25 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM REG 9-3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Cypress Development Group, Incorporated

FILED
97 AUG 25 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendment adopted:

The incorporator of Cypress Development Group, Incorporated, hereby adopts the following amendment to Article IV of the Articles of Incorporation:

“ARTICLE IV PREEMPTIVE RIGHTS

Each shareholder of the corporation, who is a shareholder on or before September October 1, 1997, shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.”

In the place of “September” the word “October” will be inserted so that Article IV shall hereafter read, in relevant part, “. . .who is a shareholder on or before October 1, 1997, shall have the right. . .”

SECOND: The date of this amendment's adoption: August 20, 1997.

THIRD: Adoption of Amendment:

The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 20th day of August, 1997.

Signature: _____

A handwritten signature in cursive script, appearing to read 'Mark Iwinski', is written over a horizontal line.

Mark Iwinski, Incorporator