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BASIC AMENDMENT
STENTON LEIGH GROUP, INC.

Certificate of Status	0
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AMEND
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1-22
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STENTON LEIGH GROUP, INC.**

FILED
02 JAN 22 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of STENTON LEIGH GROUP, INC., a Florida corporation, hereby certify that the following resolutions were adopted by the unanimous written consent of all of the directors and stockholders of the Corporation, by corporate action effective as of Jan. 4, 2002.

1. RESOLVED, that Article X, shall be restated to read as follows:

**"ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida."

2. RESOLVED, that a new Article XII shall be created to read as follows:

**"ARTICLE XII
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be

- 1 -

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determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the board of directors is one (1). No director may be removed from office during his term except for cause."

3. RESOLVED, that a new Article XIII shall be created to read as follows:

"XIII
TRANSFER OF SHARES

No Shareholder may transfer or assign his shares in the Corporation except with the written consent of the Corporation and all the Shareholders entitled to vote. All of the Shareholders and the Corporation may enter into an agreement relating to the transfer of shares. The Corporation shall have the option, but not the obligation, to purchase the shares of a Shareholder whose shares have been involuntarily assigned for the "net book value" of such shares for Federal tax purposes on the date of such involuntary assignment. No assignee shall have the right to vote his assigned shares unless such assignment has been approved by all of the Shareholders and the Corporation."

4. RESOLVED, that a new Article XIV shall be created to read as follows:

"ARTICLE XIV
DISTRIBUTION

No distribution to a Shareholder shall be permitted unless consented to by the Board of Directors and all Shareholders entitled to vote."

5. RESOLVED, that a new Article XV shall be created to read as follows:

"ARTICLE XV

REORGANIZATION, LIQUIDATION, SALE OF ASSETS, ETC.

No reorganization, liquidation, dissolution, sale of substantially of all assets, etc. shall be permitted unless approved by the Board of Directors and all Shareholders entitled to vote."

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this 4th day of January, 2002 and have attached the corporate seal hereto.

STENTON LEIGH GROUP INC.

BY: M. H. Barbarosh
MILTON H. BARBAROSH, President

BY: Linda Coviello
LINDA COVIELLO, Secretary

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