

P98000028321

(Requestor's Name)

Pestano & Associates, Pa.
Lincoln Park West
7758 N.W. 44th Street
Sunrise, Florida 33351

(City/State/Zip/Phone #)

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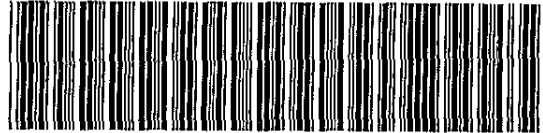
(Business Entity Name)

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TALLAHASSEE, FL

12/24
2003

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BFP INVESTMENTS, INC.**

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(s) adopted:

ARTICLE V

REMOVE: DINO D'AGOSTINO
REMOVE: WILLIAM G. BROWN
REMOVE: GARY TODD

FROM OFFICE OF PRESIDENT
FROM OFFICE OF DIRECTOR AND VP
FROM OFFICE OF VP

ADD: JEFFREY S. GAMBINO

AS PRESIDENT AND DIRECTOR

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None

THIRD: The date of each amendment's adoption:

July 16, 2003

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FOURTH: Adoption of Amendment(s):

 X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient
for approval by (voting group) _____

 The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

 The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required

Signed this 12 day of December , 2003

Signature _____

(by the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) or (by director if adopted by the directors) or (by incorporator if adopted by the incorporator)
Jeffrey S. Gambino

Witness my hand and official seal.
Notary Public _____
and subscribed before me this 12
 December , 2003

