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DEC 27 2011

EXAMINER

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned, being all of the Stockholders of V DOWNTOWN, INC., a Florida corporation, do hereby manifest their intention that the Articles of Incorporation of V DOWNTOWN, INC., filed in the office of the Department of State of Florida on April 27, 1998, be amended effective December 27, 2011, so that ARTICLE III of the Articles of Incorporation shall now read and provide as follows:

ARTICLE III – CAPITAL STOCK

The total number of shares of all classes of stock which the corporation shall have authority to issue is 10,000 shares which shall consist of (i) 1,000 shares of voting common stock, \$0.10 par value per share ("Class A Common Stock"), and (ii) 9,000 shares of nonvoting common stock, \$0.10 par value per share ("Class B Common Stock").

Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

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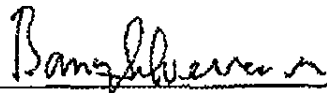
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This First Amendment was adopted by the Stockholders on December 23, 2011.

  
BARRY J. SILVERMAN, Stockholder

  
JUDY SILVERMAN, Stockholder

I, Barry J. Silverman, hereby certify that Barry J. Silverman and Judy Silverman are the only Stockholders of V DOWNTOWN, INC. and that this proposed amendment was approved by the Stockholders of V DOWNTOWN, INC. at a meeting held on December 23, 2011.

  
Barry J. Silverman, President of  
V DOWNTOWN, INC.

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