

Memorandum

P98000089235

November 11, 1998

Department of State
State of Florida
Division of Corporations
Amendments
409 E. Gaines Street
Tallahassee, Florida 32399

200002686032--8
-11/12/98--01081--005
*****35.00 *****35.00

Via: Federal Express

Re: Amendment: GMB Associates, Inc.

Please file the following amendment. A money order for \$35.00 is enclosed for the following fees:

Amendment Fee \$ 35.00

I have included a Federal Express package for purposes of returning a file copy accordingly to address below.

Thank-you
GMB ASSOCIATES, INC.



Nicholas A. Natale
Director, Secretary

*Amend
11-17-98
DWS*

At:
1725 Palm Cove Blvd. #307
Delray Beach, Florida 33445

FILED
98 NOV 12 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES of AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GMB ASSOCIATES, INC.**

FILED

98 NOV 12 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The undersigned, Nicholas A. Natale, being the Director, Secretary of GMB Associates, Inc., a Florida Corporation, as document P98000089235, hereby certifies that by unanimous vote of the Board of Directors and unanimous vote of the Stockholders at a meeting held on October 31, 1998 at 10:30 AM (minutes attached hereto at Exhibit A), it was agreed that these ARTICLES of Amendment to ARTICLES OF INCORPORATION be adopted and filed.

SECOND: Article III - SHARES was amended to adopt the following Capital Stock structure:

Capital Stock Structure:

The aggregate number of shares of common stock which this corporation shall have authority to issue is fifty million (50,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote one hundred (100%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock and Series B preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below. :

(a) Series A preferred stock which shall consist of ten million (10,000,000) shares shall have no voting rights with such option to add features as determined at time of issue by the Board of Directors.

(b) Series B preferred stock which shall consist of ten million (10,000,000) shall have no voting rights with such option to add features as determined at time of issue by the Board of Directors.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

Submitted:
Signed this 31st day of October, 1998



Nicholas A. Natale, Director, Secretary

EXHIBIT A

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
GMB ASSOCIATES, INC.**

A special meeting of the Board of Directors of the above captioned Corporation was held on the 31st day of October, 1998 at 10:30 AM.

The sole member of the Board of Directors being present, the meeting was called to order by the Secretary. The Secretary then advised that there was one (1) agenda item contemplated by the corporation:

1. Changing the capital stock structure of the corporation; and

The below resolutions were recommended by the Managing Director and Secretary and, upon motion duly made, were seconded and unanimously carried:

RESOLVED: Article III - SHARES was amended to adopt the following Capital Stock Structure:

The aggregate number of shares of common stock which this corporation shall have authority to issue is fifty million (50,000,000) shares at par value of one tenth of one cent (\$.001) per share. The common stock of the corporation that is issued and outstanding shall be entitled to vote one hundred (100%) of the stockholder voting rights. Each holder of common stock shall be entitled to one vote for each share of common stock held.

The aggregate number of shares of preferred stock which this corporation shall have authority to issue shall be twenty million (20,000,000) shares at par value of one tenth of one cent (\$.001) per share. The preferred stock shall be divided into Series A preferred stock and Series B preferred stock, which shall have all the same rights and privileges except voting rights as expressly set forth below:

(a) Series A preferred stock which shall consist of ten million (10,000,000) shares shall have no voting rights with such option to add features as determined at time of issue by the Board of Directors.

(b) Series B preferred stock which shall consist of ten million (10,000,000) shall have no voting rights with such option to add features as determined at time of issue by the Board of Directors.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation; and

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Submitted:



Nicholas A. Natale
Director, Secretary