

P 99000004300

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BASIC AMENDMENT
GUARDIAN EQUITIES, INC.

Certificate of Status	0
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Amendment
06/05/03

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GUARDIAN EQUITIES, INC.
DOCUMENT #P99000004300**

Pursuant to the provisions of Section 607.1006, Florida statutes, this Florida corporation adopts the following articles of Amendment to its Articles of Incorporation:

FIRST AMENDMENT: Adopted is Article II - Principal office and mailing address shall be:

1775 Broadway, 23rd Floor
New York, NY 10019

SECOND AMENDMENT: Adopted is Article IV Registered Office and Registered Agent shall be:

C T Corporation System
c/o C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

THIRD AMENDMENT: Adopted is Article VI - Board of Directors shall be:

William S. Friedman
1775 Broadway, 23rd Floor
New York, NY 10019

These Amendments are hereby adopted as of May 13, 2003. The Amendments have been approved by the shareholders and the number of votes cast for the Amendments were sufficient for approval.

Signed this 22nd day of May, 2003.

GUARDIAN EQUITIES, INC.

By: [Signature]
Name: William S. Friedman
Title: President
William S. Friedman, President

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STATE OF New York
COUNTY OF New York

On this 22 day of May, 2003, before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to by William Friedman personally known to me, as President of Guardian Equities, Inc., as the act and deed of such corporation.

By: _____

Name: _____

Notary Public: Lisa O'Neill

LISA O'NEILL
Notary Public, State of New York
No. 01ON5083908
Qualified in Kings County
Commission Expires August 25, 2005

AGENT ACCEPTANCE
FOR
GUARDIAN EQUITIES, INC.

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

CT CORPORATION SYSTEM


CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

GUARDIAN EQUITIES, INC.


William S. Friedman, President