

P99000009372

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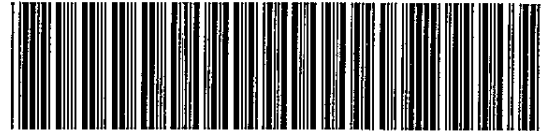
(Business Entity Name)

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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Capital Holdings, Inc.

DOCUMENT NUMBER: P99000009372

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Barney A. Richmond

(Name of Person)

American Capital Holdings, Inc.

(Name of Firm/ Company)

100 Village Square Crossings Suite 202

(Address)

Palm Beach Gardens, FL 33410

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Barney A. Richmond

(Name of Person)

at (561) 207-6395

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status (Additional Copy is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment to
Articles of Incorporation of

American Capital Holdings, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P99000009372

(Document number of corporation, if known)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation", "company", or "incorporated" or the abbreviation "Corp.", "Inc.", or "Co.")
(A professional corporation must contain the word "chartered", "professional association", or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1. Article Four of the Articles of Incorporation shall be deleted and the following
Article Four shall be inserted in its place:

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue
is Three Hundred Million (300,000,000), all of which shall be common shares with a
par value of \$.0001 per share.

2. Article Seven - Section Two of the Articles of Incorporation shall be deleted and
the following Article Seven - Section Two shall be inserted in its place:

ARTICLE SEVEN - Section Two

7.02 The names and addresses of the members of the Board of Directors as of 11/15/04 are:

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-------------------------|---|---|
| Barney A. Richmond | 100 Village Square Crossing Suite 202 Palm Beach Gardens, FL 33410 | Chairman, Director, President, Secretary |
| Richard C. Turner | 4200 Oak St. Palm Beach Gardens, FL 33418 | Treasurer, Director |
| Matt Salmon | 1850 N. Central Ave., Ste 2401 Phoenix, AZ 85004 | Director |
| Michael Camilleri | 2101 N.W. Corporate Blvd. Suite 415 Boca Raton, FL 33431 | Director |
| Douglas Sizemore | 207 Westchase Dr. Nashville, TN 37205 | Director |
| Norman E. Taplin | 1555 Palm Beach Lakes Blvd, Suite 1510 West Palm Beach, FL 33401 | Director |
| Barry M. Goldwater, Jr. | 3104 E. Camelback, Suite 274 Phoenix, AZ 85016 | Director |

The date of each amendment(s) adoption: November 15, 2004

Effective date, if applicable: November 15, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of November, 2004.

Signature

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Barney A. Richmond

(Typed or printed name of person signing)

President/ Secretary/ Chairman / Director

(Title of person signing)

FILING FEE: \$35