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BASIC AMENDMENT

BRIAN OSTROVSKY & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

Amend
KRB
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CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
BRIAN OSTROVSKY & ASSOCIATES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Director/President, of BRIAN OSTROVSKY & ASSOCIATES, INC., a Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: Article III - Authorized Shares - The aggregate number of shares which the Corporation shall have authority to issue shall be 1 million shares of voting common stock with \$0.0001 par value share.

2. The date of adoption of the above amendment is August 16, 1999.

3. The undersigned is the Director/President of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

this 16th IN WITNESS WHEREOF, we have hereunto set our hands and seals of August, 1999.


Brian Ostrovsky, Director/President

SWORN TO AND SUBSCRIBED before me this 16th day of August, 1999 by, Brian Ostrovsky, the Director/President of the Corporation above described, personally known to me, or who presented Fla Drivers License as evidence of identity and who took an oath.

Ana C. Guevara
Notary Public

THIS INSTRUMENT PREPARED BY:
John S. Tenenholtz, Esq.
Florida Bar No. 694665
Freeman, Buttermann & Haber, LLP
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
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Ana C. Guevara
MY COMMISSION # CC659289 EXPIRES
July 29, 2003
BONDED thru TACY RAIN INSURANCE, INC.

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**CONSENT ACTION OF THE DIRECTORS
OF BRIAN OSTROVSKY & ASSOCIATES, INC.**

The undersigned, being all the Directors of BRIAN OSTROVSKY & ASSOCIATES, INC., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof Article III of the articles of the Corporation be amended in accordance with the **CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF BRIAN OSTROVSKY & ASSOCIATES, INC.**, a draft copy of which is attached hereto as Exhibit A

Dated: This 16 day of August, 1999.



Brian Ostrovsky, Director, President, Secretary, Treasurer

Being all the Directors and Officers of the Corporation

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**CONSENT ACTION OF THE SHAREHOLDERS
OF BRIAN OSTROVSKY & ASSOCIATES, INC.**

The undersigned, being all the Directors of BRIAN OSTROVSKY & ASSOCIATES, INC., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Shareholders, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Shareholders of the Corporation:

RESOLVED, that effective as of the date hereof Article III of the articles of the Corporation be amended in accordance with the **CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF BRIAN OSTROVSKY & ASSOCIATES, INC.**, a draft copy of which is attached hereto as Exhibit A

Dated: This 16 day of August, 1999.


Brian Ostrovsky

Being all the Directors and Officers of the Corporation

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