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CLERK OF STATE
TALLAHASSEE, FLORIDA

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September 23, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Tree Corporation of America requests the Department of State to recognize the new appointment of officers for the corporation. This request is necessary for applying to the Florida Dept. of Revenue for a new sales and use tax booklet. Their computers show Jeremy Gluckman as the only officer of the corporation and we have since had a shareholders meeting to elect new officers. As soon as your office registers this information into the computer system, we can reapply and our application will be consistent with the computer records.

The election of Mark A. Gluckman and Lee Gluckman as President/Treasurer and Vice President/Secretary is highlighted on the Directors' Written Consent to Action. The election of Marc Masio and Rebecca Masio as Vice President/Treasurer and Vice President is highlighted on the Minutes of the Shareholders of Trees of America, Inc.

There are also three amendments to Articles III, IV, and VII which we would like recognized. Please contact us quickly if any more information is needed. The faster this is processed the sooner we can reapply for our sales and use tax booklet.

Thank you.

Sincerely,

Amend
9-30-99
MT

Marc Masio
Vice President

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TREE CORPORATION OF AMERICA
(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III: AMENDED

ARTICLE IV : AMENDED

ARTICLE VII: AMENDED

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: AUGUST 15, 1999.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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):

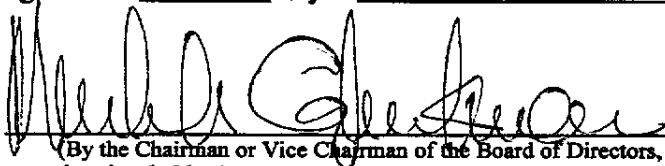
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

M6 ☒ 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 22 day of SEPTEMBER, 19 99.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARK A. GLUCKMAN
Typed or printed name

PRESIDENT
Title

MINUTES OF THE SHAREHOLDERS OF TREES OF AMERICA, INC

AUGUST 15, 1999
1479 NW 40TH AVENUE, BELL, FLORIDA 32619

The following are the minutes of the meeting of the shareholders of Trees of America, Inc. In attendance were Mark Gluckman, Lee Gluckman, Marc Masio and Rebecca Masio.

The meeting was called to order by president Mark Gluckman. The shareholders elected Mark Gluckman, Lee Gluckman, Marc Masio and Rebecca Masio to be the Board of Directors of the corporation. Mark Gluckman was elected Chairman of the Board. Marc Masio was elected Chief Financial Officer. Other officers of the corporation elected were Marc Masio Vice President and Treasurer, Rebecca Masio, Vice President.

The shareholders voted to amend the Articles of Incorporation as follows:

ARTICLE I - Change the name of the corporation to Tree Corporation of America.

ARTICLE III - Change the par value of the stock to \$.10 per share.

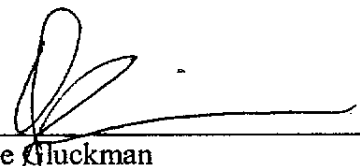
ARTICLE IV - Change the beginning amount of capital with which this corporation shall begin business to \$100.00.

ARTICLE VII - Change the number of directors that constitute the entire Board to be not less than one (1) or more than nine (9).

There being no further business to come before the shareholders, the meeting was adjourned.

The undersigned Lee Gluckman as secretary of Trees of America, Inc. does hereby certify that the minutes appearing above are a true and accurate reflection of the business conducted at the above-referenced meeting.

Signed and sealed this 19th day of August, 1999.



Lee Gluckman
Secretary of the corporation

SEAL

TREES OF AMERICA, INC.

DIRECTORS' WRITTEN CONSENT TO ACTION

Pursuant to F.S. §607.0821, the undersigned, being all of the members of the Board of Directors of TREES OF AMERICA, INC. (the "Company"), hereby consent to and approve the following action:

BE IT RESOLVED that:

WHEREAS, the Board of Directors of the Corporation agree to elect Mark A. Gluckman as the president and treasurer and Lee Gluckman as the vice president and secretary of the Corporation.

EXECUTED the day and date set forth by each of the following signors.

DIRECTORS

DATE

Jeremy E. Gluckman 7/21/99
Jeremy E. Gluckman