

V00136

(Requestor's Name)

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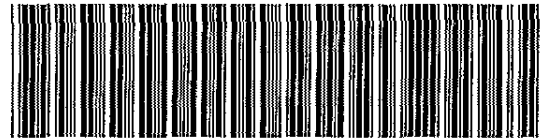
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TALLAHASSEE FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Global Futures Holdings, Inc.
(Name of Corporation)

DOCUMENT NUMBER: V00736

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher King
(Name of Person)

Homer Bonner, P.A.
(Name of Firm/Company)

1441 Brickell Ave. Suite 1200
(Address)

Miami, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Christopher King at (305) 350-5100
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mailing Address:
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, Joseph Shine, hereby resign as Director and President
(Title)

of Global Futures Holdings, Inc.
(Name of Corporation)

V00736, a corporation organized under the laws of the State of
(Document Number, if known)

Florida


(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

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

**UNANIMOUS WRITTEN CONSENT OF SOLE SHAREHOLDER
OF GLOBAL FUTURES HOLDING, INC. WITHOUT A MEETING**

The undersigned sole Shareholder of Global Futures Holding, Inc. (the "Company") takes the following action by unanimous written consent without a meeting:

The Shareholder adopts, approves, and ratifies the actions of the Board of Directors whereby the Board accepted the resignation of Joseph Shine as President and Director of the Company.

The Shareholder elects Suzanne Tuccelli the sole Director of the Company.

The Shareholder adopts, approves, and ratifies the action of the Board of Directors whereby the Board elected Suzanne Tuccelli President of the Company.

The Shareholder adopts, approves, and ratifies the transfer of 100 shares in the Company, representing all outstanding, issued shares of the Company, from Joseph Shine to Suzanne Tuccelli pursuant to the terms of a written stock purchase agreement. The Shareholder acknowledges that such transfer of shares divests him of all ownership in the Company.

Done and executed on behalf of the Company this 21st day of February 2006.



Joseph Shine, Shareholder

**RESOLUTION OF THE BOARD
OF DIRECTORS OF GLOBAL FUTURES HOLDINGS, INC.**

The undersigned Director, making up the entire Board of Directors of Global Futures Holdings, Inc. (the "Company"), hereby takes the following actions on behalf of the Company by resolution:

The Board accepts the resignation of Joseph Shine as President and Director of the Company.

The Board elects Suzanne Tuccelli as President of the Company.

The Board adopts, approves, and ratifies the transfer of 100 shares in the Company, representing all outstanding, issued shares of the Company, from Joseph Shine to Suzanne Tuccelli pursuant to the terms of a written stock purchase agreement.

Done and executed this 21st day of February, 2006.



Joseph Shine, Director