

F03780

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

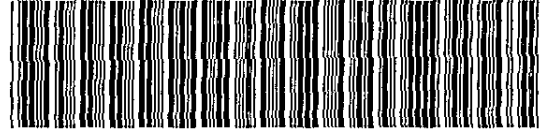
(Business Entity Name)

(Document Number)

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05 FEB 15 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

T BROWN FEB 23 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ICBS INTERNATIONAL CORP.

DOCUMENT NUMBER: F03780

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

NATHAN LAPKIN
ICBS INTERNATIONAL CORP
205 CHURCH STREET, SUITE 340
NEW HAVEN, CT 06510

For further information concerning this matter, please call:

JERRY GRUENBAUM at **(203) 401-8089**

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

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 I NAME
N/A	
	ARTICLE IV SHARES

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The following Article is being deleted:

"4.3 RESTRICTION ON NEWLY ISSUED SHARES

The newly issued capital stock of this corporation issued as of October 28, 2004 shall have no voting rights until the conditions as set forth in the acquisition dated September 24, 2004 which calls for a minimum of \$500,000 in cumulative profit, from January 1, 2005 to December 31, 2005 or shall obtain a minimum of \$1,000,000 addition finance on or before December 31, 2005 for up to 12,000,000 additional common shares, in the event said conditions are not met by December 31, 2005, these newly shares are cancelled."

UNKNOW ARTICLE
AMMENDMENT OF OFFICERS & DIRECTORS

The following Officers and Directors have Resigned:

Richard Howarth, Chairman, Chief Executive Officer and Director
Garth McIntosh, Chief Operating Officer and Director
George Tsoukas, Director

The following Officers and Directors have been amended or added

Jerry Gruenbaum, Chief Executive Officer, Chairman, Secretary and Director
Nathan Lapkin, President, Chief Financial Officer and Director
Ross Haugen, Vice President of Investor Relations

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

N/A

02/14/2005 14:49 FAX 514 932 6755
02/10/2005 07:20 FAX 5144532706
02/10/2005 08:17 FAX 514 932 6755

ICBS
Richard Howarth
ICBS

001
005
005

RESIGNATION OF RICHARD HOWARTH

I Richard Howarth, hereby resign as Chief Executive Officer, Director and Chairman of ICBS International Corp., a corporation organized under the laws of the State of Florida.

R. J. Howarth

February 11, 2005

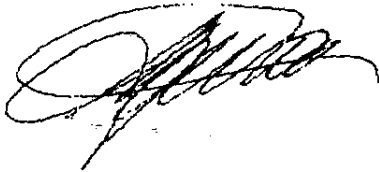
02/10/2005 12:46 FAX 514 932 6755

ICBS

008

RESIGNATION OF GARTH McINTOSH

I Garth McIntosh, hereby resign as Chief Operating Officer and Director of ICBS International Corp., a corporation organized under the laws of the State of Florida.



Feb. 11, 2005

Resignation of a Director

To: ICBS International Corporation
And the Directors Thereof

I, George Tsoukas, hereby resign as a director And/ Or officer of ICBS International Corporation., a Florida Corporation, having its principal place of business at 205 Church Street, New Haven, CT., effective immediately.

Dated effective the 3rd, day of February 2005

X George Tsoukas
George Tsoukas

Witnessed By

Antonella Petrolito
Attorney

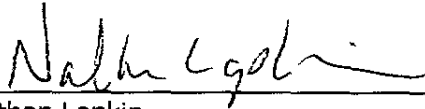
THIRD: The date of each amendment's adoption: February 12, 2004, to be effective February 14, 2005

FOURTH: Adoption 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.

Signed this 14th day of February, 2005



Nathan Lapkin
President