

P98000008836

(Requestor's Name)

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(Address)

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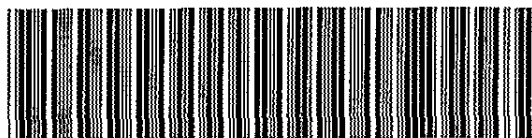
(Business Entity Name)

(Document Number)

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03 SEP 18 PM 2:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

Amend
Ta 9/18/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 8, 2003

BANNER HOLDING CORP.
% JOHN O'KEEFE
120 N. U.S. HIGHWAY ONE #100
TEQUESTA, FL 33469

SUBJECT: BANNER HOLDING CORP.
Ref. Number: P98000008836

We have received your document for BANNER HOLDING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 903A00049807

RECEIVED
03 SEP 18 AM 10:33
DIVISION OF CORPORATIONS

BANNER Holding Corp.

120 N. U.S. Highway One, #100
Tequesta, FL 33469
561-747-0244

FILED
03 SEP 18 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 26, 2003

Secretary of State
Division of Corporations
Department of State
Tallahassee, FL 32301

Gentlemen:

Enclosed please find Amendment to Articles of Incorporation for Banner Holding Corp. for filing with the state of Florida. The \$35.00 filing fee is enclosed.

Please send confirmation to 120 N. U.S. Highway One, #100, Tequesta, FL 33469.

Yours truly,


John O'Keefe

Enclosure

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BANNER HOLDING CORP.

FILED
03 SEP 18 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer, authorized by the Board of Directors of the corporation, hereby submits the following amendment dated August 26, 2003 to ARTICLE III of the Articles of Incorporation of Banner Holding Corp.

Shareholder action was not required for this amendment. The amendment was adopted by the Board of Directors.

The Article shall now read:

ARTICLE III. CAPITAL STOCK

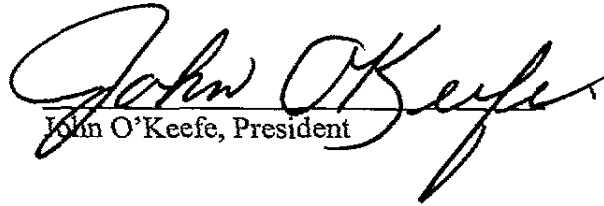
The total number of shares of capital stock which the Corporation shall have authority to issue is fifty-five million (55,000,000), of which fifty million (50,000,000) shares shall be Common Stock with a par value of \$0.01 per share, and five million (5,000,000) shares shall be Preferred Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be fully paid and non-assessable.

None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock shall be subject to all of the powers, rights and preferences of each series of the Preferred Stock as such may, from time to time, be established by resolution of the Board of Directors. Subject to the provisions of this Article III with respect to the Preferred Stock, dividends payable in cash, stock or otherwise, as may be determined by the Board of Directors, may be declared and paid on the Common Stock from time to time out of funds lawfully available therefore. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after such preferential rights, if any, upon liquidation as are possessed by holders of shares of any series of Preferred Stock shall have been satisfied, the remaining net assets of the Corporation shall be distributed pro rata to the holders of shares of the Common Stock and the holders of shares of any series of the Preferred Stock that do not possess preferential rights upon such liquidation, dissolution or winding up.

The Board of Directors of the Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series for such consideration as it may determine; to fix or alter the voting powers, designations, preferences and rights, including, but not limited to, dividend rights, dividend rate conversion rights and terms of redemption (including sinking fund provisions), redemption price or prices and liquidation preferences, or any of them, as to unissued series of shares of Preferred Stock; and to fix the number of shares constituting any such series and designation thereof, or any series subsequent to the issue of shares of that series, but not below the number of

shares of such series then outstanding. In case the number of shares of such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of August 2003.


John O'Keefe, President