

L52786

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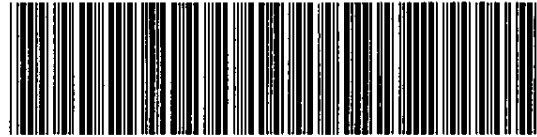
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**COVER LETTER**

**TO: Amendment Section**  
Division of Corporations

**NAME OF CORPORATION:** REMODEL AUCTION INC.

**DOCUMENT NUMBER:** L 52786

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joel Bernstein  
Name of Contact Person

Firm/ Company

2666 Tigertail Ave., Suite 104  
Address

Miami, FL 33133  
City/ State and Zip Code

remodelauction@yahoo.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joel Bernstein at ( 305 ) 409-4500  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" 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 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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**REMODEL AUCTION INC.**  
**(Document number L52786)**

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\* \* \*

Pursuant to the provisions of F.S. 607.1006, Remodel Auction Inc. (the "Corporation") adopts the following amendments to its Articles of Incorporation. These amendments were duly approved on December 11, 2009 by the directors of the Corporation. These amendments were duly approved on December 11, 2009 by the shareholders of the Corporation by written consent given in accordance with the provisions of F.S. 607.0704 through a voting group. The number of votes for the amendments were sufficient for approval by the holders of the Corporation's Common Stock and Series A Convertible Preferred Stock voting as a group.

1. **INCREASE IN AUTHORIZED COMMON STOCK.** The amount of common stock which this Corporation is authorized to issue is increased to 10,000,000,000 shares, \$.001 par value per share.

2. **INCREASE IN AUTHORIZED PREFERRED STOCK.** The amount of preferred stock which this Corporation is authorized to issue is increased to 70,000,001 shares, \$.001 par value per share.

3. **DESIGNATION OF SERIES A PREFERRED STOCK.**

3.1 **DESIGNATION AND AMOUNT.** 10,000,001 shares of the Company's authorized but undesignated preferred stock shall be designated as Series A Preferred Stock and having the conversion, voting and other rights and qualifications, limitations and restrictions set forth as follows:

3.2 **CONVERSION RIGHTS.**

(a) If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series B Preferred Stocks which are issued and outstanding at the time of conversion.

(b) Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B Preferred Stock issued and outstanding at time of conversion}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]

**3.3 ISSUANCE.** Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee or consultant) holding a Note shall be determined by the following formula:

For retirement of debt:

$$\sum_{i=1}^n x_i = \text{number of shares of Series A Preferred Stock to be issued}$$

where  $x_1 + x_2 + x_3 \dots + \dots x_n$  represent the discrete notes and other obligations owed the lender (holder), which are being retired.

### **3.4 VOTING RIGHTS.**

(a) If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series B Preferred Stock which are issued and outstanding at the time of voting.

(b) Each individual share of Series A Preferred Stock shall have the voting rights equal to:

[four times the sum of: {all shares of Common Stock issued and outstanding at time of voting + all shares of Series B Preferred Stock issued and outstanding at time of voting}]

divided by:

[the number of shares of Series A Preferred Stock issued and outstanding at the time of voting]

### **4. DESIGNATION OF SERIES B PREFERRED STOCK.**

**4.1 DESIGNATION AND AMOUNT.** 50,000,000 shares of the Company's authorized but undesignated preferred stock shall be designated as Series B Preferred Stock and having the conversion, priorities, preferences and relative and other rights and qualifications, limitations and restrictions set forth as follows:

**4.2. DIVIDENDS.** The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

**4.3. LIQUIDATION RIGHTS.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to the initial issuance per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, 99.7% or the initial issuance price per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable

4.6 PRICE.

(a) The initial issuance price of each share of Series B Preferred Stock shall be \$2.50.

(b) The initial issuance price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

4.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

REMODEL AUCTION INC.

By: Clinton Walker 12/15/09  
Clinton Walker, President

Clinton Walker  
12-15-09