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GOOD BUDDY'S COFFEE EXPRESS, INC.

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Amend.
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOOD BUDDY'S COFFEE EXPRESS, INC.

Good Buddy's Coffee Express, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, DOES HEREBY CERTIFY:

FIRST: That the Directors of the Corporation unanimously and duly adopted resolutions on May 29, 2008 proposing and declaring advisable that the Articles of Incorporation of the Corporation be amended, as follows:

RESOLVED: That the Board of Directors unanimously recommends and deems it advisable that the Articles of Incorporation of this Corporation be amended by deleting the existing paragraph 8.1 of "ARTICLE 8" in its entirety and substituting therefore the following paragraph attached hereto as **EXHIBIT A**; and

RESOLVED: That the aforesaid proposed amendments shall be submitted to the shareholders of the Corporation for approval; and

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendments as required by law, the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed, (i) to prepare, execute and file with the Secretary of State of Florida a Certificate of Amendment setting forth the aforesaid amendments in the form approved by the stockholders and (ii) to take any and all other actions necessary desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

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H08000140146

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendments in accordance with the provisions of Section 607.0704 of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, Good Buddy's Coffee Express, Inc. has caused this certificate to be signed by Scott Massey, its Chief Executive Officer this 29th day of May, 2008.

GOOD BUDDY'S COFFEE EXPRESS, INC.

By:____________________

Scott Massey
Chief Executive Officer

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EXHIBIT A

8.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue in two hundred ten million (210,000,000). The total number of shares of common stock that the Corporation is authorized to issue is two hundred million (200,000,000) and the par value of each share of such common stock is one-hundredth of one cent ($.0001) for an aggregate par value of twenty thousand dollars ($20,000). The total number of shares of preferred stock that the Corporation is authorized to issue is ten million (10,000,000) and the par value of each share of such preferred stock is one-hundredth of one cent ($.0001) for an aggregate par value of one thousand dollars ($1,000).

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UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF GOOD BUDDY'S COFFEE EXPRESS, INC.

May 29, 2008

The undersigned, being all directors of Good Buddy's Coffee Express, Inc., a Florida corporation, acting under authority of Section 607.0821 of the Florida Statutes, hereby takes the following actions:

RESOLVED: That the Board of Directors unanimously recommends and deems it advisable that the Articles of Incorporation of this Corporation be amended by deleting the existing paragraph 8.1 of "ARTICLE 8" in its entirety and substituting therefore the following paragraph attached hereto as **EXHIBIT A**; and

RESOLVED: That the aforesaid proposed amendments shall be submitted to the shareholders of the Corporation for approval; and

RESOLVED: That following the approval by the stockholders of the aforesaid proposed amendments as required by law, the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed, (i) to prepare, execute and file with the Secretary of State of Florida a Certificate of Amendment setting forth the aforesaid amendments in the form approved by the stockholders and (ii) to take any and all other actions necessary desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

Scott Massey

Phil Dee

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UNANIMOUS CONSENT OF THE
BOARD OF DIRECTORS OF
GOOD BUDDY'S COFFEE EXPRESS, INC.

The undersigned, being all directors of Good Buddy's Coffee Express, Inc., a Florida corporation, acting under authority of Section 607.0821 of the Florida Statutes, hereby takes the following actions:

WHEREAS 200,000,000 common shares of the corporation having a par value of $0.0001 per share, are currently authorized by the Articles of Incorporation of the corporation;

WHEREAS 7,031,250 common shares are currently issued and outstanding; and

WHEREAS it is deemed to be in the best interest of the corporation to forward split the common shares of the corporation on a ten for one basis effective June 16, 2008 for shareholders of record as of the close of business on June 13, 2008;

THEREFORE BE IT RESOLVED, THAT the issued and outstanding common shares of the corporation are hereby forward split on a ten for one basis. Accordingly, after giving effect to the forward split, there shall be 70,312,500 shares of common stock issued and outstanding.

BE IT FURTHER RESOLVED THAT the officers of the corporation are authorized to take any and all actions and sign any and all documents, necessary or convenient to implement and consummate the forward split. These actions shall also include without limitation, causing share certificates to be issued to the shareholders of the corporation which give effect to the forward split.

DATED this 29th day of May 2008.

Scott Massey

Phil Dee

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GOOD BUDDY'S COFFEE EXPRESS, INC.

Consent of Stockholders

The undersigned, being the holders of a majority of the issued and outstanding Common Stock of GOOD BUDDY'S COFFEE EXPRESS, INC., a Florida Corporation, hereby consent to the adoption of the following resolutions:

RESOLVED: That the Board of Directors recommends and deems it advisable that the Certificate of Incorporation of this Corporation be amended by deleting the existing paragraph 8.1 of ARTICLE "8" in its entirety and substituting therefore the following paragraphs attached hereto as **EXHIBIT A**; and

RESOLVED: That the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed, (i) to prepare, execute and file with the Secretary of State of Florida a Certificate of Amendment setting forth the aforesaid amendment and (ii) to take any and all other actions necessary desirable or convenient to give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions.

Scott Massey — 05/29/08 Date

Phil Dee — 05/29/08 Date

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