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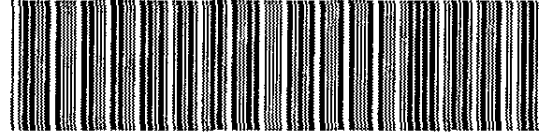
(Business Entity Name)

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TALLAHASSEE, FLORIDA

06 NOV -6 AM 11:05

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*Amend cert
11-6-06*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: w-Candy, Inc.

DOCUMENT NUMBER: P02000113637

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

Please return all correspondence concerning this matter to the following:

Andrew I. Telsey

(Name of Contact Person)

Andrew I. Telsey, P.C.

(Firm/ Company)

12835 E. Arapahoe Road, Twr I-803

(Address)

Englewood, CO 80112

(City/ State and Zip Code)

For further information concerning this matter, please call:

Darlene D. Kell

(Name of Contact Person)

at (303) 768-9221

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$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**

W-Candy, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P02000113637

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Amended and Restated Articles of Incorporation annexed hereto.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

06 NOV -6 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

of

W-CANDY, INC.

Document Number P02000113637

Pursuant to the provisions of Section 607.1007, Florida Statutes, this *Florida Profit Corporation* adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: W-CANDY, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the corporation is:

10550 Pebble Cove Lane
Boca Raton, FL 33498

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is: To engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 125,000,000, of which 100,000,000 shall be Common Stock, \$.001 par value per share, and 25,000,000 shall be Preferred Stock, consisting of 24,000,000 shares of Preferred Stock, \$.001 par value per share, and 1,000,000 shares of Series A Convertible Preferred Stock, \$.001 par

value per share, and the designations, preferences, limitations and relative rights of the shares of each such class are as follows:

A. Common Stock

Holder*s of the Common Stock* have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders and shall constitute the sole voting group of the corporation, except to the extent any additional voting group or groups may hereafter be established in accordance with the Florida Business Corporation Act, and further are entitled to receive the net assets of the corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of Preferred Stock then outstanding.

B. Preferred Stock

The corporation may divide and issue the Preferred Stock into series. Preferred Stock of each series, when issued, shall be designated to distinguish it from the shares of all other series of the class of Preferred Stock. The Board of Directors is hereby expressly vested with authority to fix and determine the relative rights and preferences of the shares of any such series so established to the fullest extent permitted by these Articles of Incorporation and the laws of the State of Florida in respect to the following:

- (a) The number of shares to constitute such series, and the distinctive designations thereof;
- (b) The rate and preference of dividend, if any, the time of payment of dividend, whether dividends are cumulative, and the date from which any dividend shall accrue;
- (c) Whether the shares may be redeemed and, if so, the redemption price and terms and conditions of redemption;
- (d) The amount payable upon shares in the event of involuntary liquidation;
- (e) The amount payable upon shares in the event of voluntary liquidation;
- (f) Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- (g) The terms and conditions on which the shares may be converted, if the shares of any series are issued with the privilege of conversion;
- (h) Voting powers, if any; and
- (i) Any other relative right and preferences of shares of such series, including, without limitation, any restriction on an increase in the number of shares of

any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any further series shall be subject.

C. Series A Convertible Preferred Stock

The designations, preferences, limitations and relative rights of the shares of Series A Convertible Preferred Stock are as follows:

(a) *Dividends.* The holders of outstanding Series A Convertible Preferred Stock shall be entitled to receive, out of the funds at the time legally available therefor, dividends which may be declared by the Board of Directors before any dividend is paid on Common Shares. No right shall accrue to holders of Series A Convertible Preferred Stock by reason of the fact that dividends on said shares are not declared, nor shall any undeclared or unpaid dividend bear or accrue interest. Such dividend shall be cumulative and payable as determined by the Board of Directors when and as declared by the Board of Directors.

(b) *Preference on Liquidation*

(1) In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series A Convertible Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Corporation's Common Shares or junior stock, an amount equal to the original issue price of the Series A Convertible Preferred Stock, or \$0.005 per share, plus any accumulated but unpaid dividends, if any, declared pursuant to subdivision (a) above. If, upon liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for the distribution to its shareholders shall be insufficient to pay the holders of the Series A Convertible Preferred Stock an amount equal to \$0.005 per share, plus any accumulated but unpaid dividends, if any, declared thereon, the holders of the Series A Convertible Preferred Stock shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full. After the holders of Series A Convertible Preferred Stock have received an amount equal to \$0.005 per share plus an amount equal to the dividends, if any, declared but unpaid thereon, the assets then remaining shall be distributed equally per share to the holders of Common Shares.

(2) A reorganization, consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this subdivision (b) and, in the event of any such reorganization, consolidation, merger or sale of

assets, the Series A Convertible Preferred Stock shall be entitled only to the rights provided in the plan of reorganization.

(c) Voting Rights. The holders of the Series A Convertible Preferred Stock shall have no voting rights.

(d) Conversion of Series A Convertible Preferred Stock Into Common Stock

(1) Subject to the provisions of this subdivision (d), the holder of record of any share or shares of Series A Convertible Preferred Stock shall have the right, at his or her option, at any time commencing after the date of issuance of said shares, to convert each shares of Series A Convertible Preferred Stock into three (3) fully paid and nonassessable shares of Common Stock of the Company.

(2) Any holder of a share or shares of Series A Convertible Preferred Stock desiring to convert such Series A Convertible Preferred Stock into Common Stock shall surrender the certificate or certificates representing the share or shares of Series A Convertible Preferred Stock so to be converted, duly endorsed to the Company, or in blank, at the principal office of the Company, and shall give written notice to the Company at said office that he or she elects to convert the same, and setting forth the name or names (with the address or addresses) in which the shares of Common Stock are to be issued.

(3) Conversion of Series A Convertible Preferred Stock shall be subject to the following additional terms and provisions:

(A) As promptly as practicable after the surrender for conversion of any Series A Convertible Preferred Stock, the Company shall deliver or cause to be delivered at the principal office of the Company (or such other place as may be designated by the Company), to or upon the written order of the holder of such Series A Convertible Preferred Stock, certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct. Shares of the Series A Convertible Preferred Stock shall be deemed to have been converted as of the close of business on the date of the surrender of the Series A Convertible Preferred Stock for conversion, as provided above, and the rights of the holders of such Series A Convertible Preferred Stock shall cease at such time, and the person or persons in whose name or names the certificates for such shares are to be issued shall be treated for all purposes as having become the record holder or holders of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Company shall be closed shall constitute the person or persons in whose name or names the certificates for such shares are to

be issued as the record holder or holders thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

(B) In the event that the Company shall at any time subdivide or combine in a greater or lesser number of shares the outstanding shares of Common Stock, the number of shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock shall be proportionately increased in the case of subdivision or decreased in the case of a combination, effective in either case at the close of business on the date when such subdivision or combination shall become effective.

(C) In the event that the Company shall be recapitalized, consolidated with or merged into any other corporation, or shall sell or convey to any other corporation all or substantially all of its property as entirety, provision shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance so that any holder of Series A Convertible Preferred Stock may thereafter receive in lieu of the Common Stock otherwise issuable to him upon conversion of his or her Series A Convertible Preferred Stock, but at the conversion ratio stated in this subdivision (d), the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Company.

(D) In the event that the Company shall at any time pay to the holders of Common Stock a dividend in Common Stock, the number of shares of Common Stock issuable upon conversion of the Series A Convertible Preferred Stock shall be proportionately increased, effective at the close of business on the record date for determination of the holders of Common Stock entitled to such dividend.

(E) Such adjustments shall be made successively if more than one event listed in subdivisions (d)(3)(B), (C) and (D) hereof shall occur.

(F) No adjustment of the conversion ratio shall be made by reason of:

(i) the purchase, acquisition, redemption or retirement by the Company of any shares of the Common Stock or any other class of the capital stock of the Company, except as provided in subdivision (d)(3)(B); or

(ii) the issuance, other than as provided in subdivisions (d)(3)(B) and (D), of any shares of Common Stock of the Company, or of any securities convertible into shares of Common Stock or other securities of the Company, or of any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Company, or of any other securities of the Company, provided that in the event the Company offers any of its securities, or any rights, warrants or options to subscribe for or purchase any of its securities, to the holders of its Common Stock pursuant to any preemptive or preferential rights granted to holders of Common Stock by the Articles of Incorporation of the Company, or pursuant to any similar rights that may be granted to such holders of Common Stock by the Board of Directors of the Company, at least 20 days prior to the expiration of any such offer the Company shall mail written notice of such offer to the holders of the Series A Convertible Preferred Stock then of record; or

(iii) any offer by the Company to redeem or acquire shares of its Common Stock by paying or exchanging therefor stock of another corporation or the carrying out by the Company of the transactions contemplated by such offer, provided that at least 20 days prior to the expiration of any such offer the Company shall mail written notice of such offer to the holders of the Series A Convertible Preferred Stock then of record.

(G) The Company shall at all times reserve and keep available solely for the purpose of issuance upon conversion of Series A Convertible Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Series A Convertible Preferred Stock.

(4) The issuance of certificates for shares of Common Stock upon conversion of the Series A Convertible Preferred Stock shall be made without charge for any tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series A Convertible Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Company the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Company that such tax has been paid or is not due and payable.

ARTICLE V

REGISTERED AGENT

The Registered Agent and the street address of the Registered Office of the Corporation in the State of Florida shall be:

Brian L. Shenkman
10550 Pebble Cove Lane
Boca Raton, FL 33498

ARTICLE VI

MANAGEMENT

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be more than seven (7) nor less than one (1).

The initial director of the corporation is:

Brian L. Shenkman
10550 Pebble Cove Land
Boca Raton, FL 33498

ARTICLE VII

SHAREHOLDER VOTING

Except as the bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the votes entitled to be cast on any matter by each voting group entitled to vote on a matter shall constitute a quorum of that voting group for action on that matter at any meeting of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act, with respect to action on amendment to these Restated Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the corporation, on the granting of consent to the disposition of property by an entity controlled by the corporation, and on the dissolution of the corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement

and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE VIII

MANAGEMENT CONDUCT

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of, and not in limitation or exclusion of, the powers conferred by law.

A. Conflicting Interest Transactions.

As used in this paragraph, "conflicting interest transactions" means a contract or transaction between the corporation and one or more of its directors, or a contract or transaction between the corporation and any other corporation, firm, association, or entity in which one or more of the corporation's directors are directors or officers or have a financial interest. No conflicting interest transaction shall be void or voidable solely because the conflicting interest transaction involved a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest, or solely because the director is present at or participates in the meeting of the corporation's board of directors or of a committee of the board of directors which authorized, approved or ratified a conflicting interest transaction, or solely because the director's vote is counted for such purpose, if: (a) the material facts as to the director's relationship or interest are disclosed or are known to the board of directors or the committee, and the board of directors or the committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, without counting the votes or consents of such interested directors, except that such a conflicting interest transaction may not be authorized, approved or ratified by a single director; or (b) the material facts as to the director's relationship or interest are disclosed or are known to the shareholders entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the shareholders; or (c) a conflicting interest transaction is fair and reasonable as to the corporation as of the time it is authorized, approved or ratified by the board of directors, a committee thereof, or the shareholders. If a majority of directors who have no such relationship or interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action.

B. Loans and Guarantees for the Benefit of Directors

Subject to the provisions of Subparagraph A above, the corporation may lend money to, guarantee any obligation of, or otherwise assist any officer, director or employee of the corporation or of a subsidiary, whenever, in the judgment of the board of directors, such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. Such loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in

such manner as the board of directors shall approve, including, without limitation, a pledge of shares of stock of the corporation.

C. Indemnification

The corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, employee, or agent of the corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. The corporation shall have the authority to purchase and maintain, to the maximum extent permitted by law, insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation has the power to indemnify such person against such liability.

D. Limitation on Directors' Liability.

No director of this corporation shall have any personal liability for monetary damages to the corporation or its shareholders for any statement, vote, decision, or failure to act regarding corporate management or policy, except that this provision shall not eliminate or limit the personal liability of a director to the corporation or its shareholders for monetary damages for: (i) a breach or failure to perform his or her duties as a director, or (ii) such breach or failure to perform such duties constitutes: (a) a violation of criminal law, unless such director had reasonable cause to believe his or her conduct was lawful and had no reasonable cause to believe his or her conduct was unlawful; (b) a transaction from which the director directly or indirectly derived an improper personal benefit; (c) voting for or assenting to a distribution in violation of Section 607.0834 of the Florida Statutes or these Articles of Incorporation if it is established that the director did not perform his duties in compliance with Section 607.0830 of the Florida Statutes, provided that the personal liability of a director in these circumstances shall be limited to the amount of the distribution which exceed what could have been distributed without violation of Section 607.0830 of the Florida Statutes or these Articles of Incorporation; (d) in any proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (e) in any proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. As to subparagraph (c) hereof, nothing contained herein will be construed to deprive any director of his right to all defenses ordinarily available to a director nor deprive any director of any right he may have for contribution from any other director who could be held liable for an unlawful distribution under Section 607.0834 of the Florida Statutes or from any shareholder for the amount such shareholder accepted knowing the distribution was made in violation of Section 607.06401 of the Florida Statutes or these Articles of Incorporation.

E. Negation of Equitable Interests in Shares or Rights

Unless a person is recognized as a shareholder through procedures established by the corporation pursuant to the Florida Business Corporation Act, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes permitted by the Florida Business Corporation Act, including, without limitation, all rights deriving from such shares, and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person including, without limitation, a purchaser, assignee or transferee of such shares, unless and until such other person becomes the registered holder of such shares or is recognized as such, whether or not the corporation shall have either actual or constructive notice of the claimed interest of such other person. By way of example and not of limitation, until such other person has become the registered holder of such shares or is recognized pursuant to the Florida Business Corporation Act or any similar applicable law, he shall not be entitled: (i) to receive notice of meetings of the shareholders; (ii) to vote at such meetings; (iii) to examine a list of the shareholders; (iv) to be paid dividends or other distributions payable to shareholders; or (v) to own, enjoy and exercise any other rights deriving from such shares against the corporation. Nothing contained herein will be construed herein to deprive any beneficial shareholder of any right he may have pursuant to the provisions of the Florida Business Corporation Act or any subsequent law.

ARTICLE VIX

INCORPORATOR

The name of the person who signed the Articles of Incorporation as the incorporator is:

Brian L. Shenkman
10550 Pebble Cove Land
Boca Raton, FL 33498

IN WITNESS WHEREOF, the undersigned, being the sole Director of the corporation, has executed the foregoing Amended and Restated Articles of Incorporation on the 1st day of November, 2002.



Brian L. Shenkman

The date of each amendment(s) adoption: November 1, 2002

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian L. Shenkman
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35