

P070000012666

(Requestor's Name)

(Address)

(Address)

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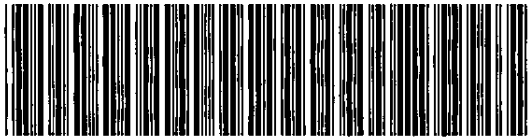
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 OCT 27 PM 2:30

Amend
@ 11.7.14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CD INTERNATIONAL ENTERPRISES, INC.

DOCUMENT NUMBER: P07000072666

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

Please return all correspondence concerning this matter to the following:

Peisha Shen

Name of Contact Person

CD INTERNATIONAL ENTERPRISES, INC.

Firm/ Company

431 Fairway Drive Suite 200

Address

Deerfield Beach, FL 33441

City/ State and Zip Code

generalcounsel@cdii.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peisha Shen

Name of Contact Person

at (954) 363-7333

Area Code & Daytime Telephone Number

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

- | | | | |
|---|--|---|--|
| <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

FILED STATE
SECRETARY OF
CORPORATIONS
14 OCT 27 PM 2:30

Articles of Amendment
to
Articles of Incorporation
of

CD INTERNATIONAL ENTERPRISES, INC.

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

P07000072666

(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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See attached "Articles of Amendment to the Articles of Incorporation of

CD International Enterprises, Inc."

F. If an amendment provides for an 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)

N/A

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CD INTERNATIONAL ENTERPRISES, INC.**

Pursuant to Sections 607.1002 and 607.0602 of the Florida Business Corporation Act of the State of Florida (the "**FBCA**"), the undersigned Chief Executive Officer of CD International Enterprises, Inc. (the "**Corporation**"), a corporation organization and existing under and by virtue of the laws of the State of Florida and bearing Document Number P07000072666, does hereby certify:

FIRST: By virtue of the authority contained in the Articles of Incorporation of the Corporation the Corporation has authority to issue ten million (10,000,000) shares of Preferred Stock, \$0.0001 par value per share, the designation and amount thereof and series, together with the powers, preferences, rights, qualifications, limitations or restrictions thereof, to be determined by the Board of Directors pursuant to the applicable laws of the State of Florida.

SECOND: The Board of Directors approved the following amendments to the Corporation's Articles of Incorporation pursuant to unanimous written consent on September 30, 2014 pursuant to Section 607.0821 of the FBCA and has hereby established a Series E Convertible Preferred Stock authorized to be issued by the Corporation as above stated, with the designations and amounts thereof, together with the voting powers, preferences and relative, participating, optional and other special rights of the shares of each such series, and the qualifications, limitations or restrictions thereof, to be as follows:

THIRD: Article IV of the Corporation's Articles of Incorporation shall be amended to include the following designation:

Series E Non-Voting Convertible Preferred Stock

The Corporation shall designate a series of preferred stock, consisting of three hundred thousand (300,000) shares, as Series E Non-Voting Convertible Preferred Stock (the "**Series E Preferred**") which shall have the following designations, rights and preferences:

1. **Stated Value.** The stated value of the Series E Preferred shall be \$0.01 per share (the "**Stated Value**").

2. **Dividends.** The holders of Series E Preferred shall have no rights to receive dividend distributions or to participate in any dividends declared by the Corporation to or for the benefit of the holders of its Common Stock.

3. **Conversion.** Commencing October 1, 2017, the shares of Series E Preferred are convertible at any time at the option of the holder into fully-paid and non-assessable shares of the Corporation's Common Stock at the rate of one thousand (1,000) shares of Common Stock for every one (1) share of Series E Preferred so converted (the "**Conversion Ratio**"). No fractional shares of Common Stock are to be issued upon the conversion of any Series E Preferred, but rather the number of shares of Common Stock to be issued shall be rounded up to the nearest whole share. If the Corporation at any time after the issuance date of a share of Series E Preferred subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Ratio in effect immediately prior to such subdivision will be proportionately reduced. If the Corporation at any time after the issuance date of a share of Series E Preferred combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio in effect immediately prior to such combination will be proportionately increased.

4. **Redemption.** The shares of Series E Preferred are not redeemable without the prior express written consent of the holders of the majority of the then outstanding shares of such Series E Preferred. In the event any shares of Series E Preferred shall be redeemed pursuant to this section, the shares so redeemed shall automatically be cancelled and returned to the status of authorized but unissued shares of Preferred Stock.

5. **Voting Rights.** The Series E Preferred shall have no voting rights except as required by the Florida Business Corporation Act.

6. **Liquidation, Dissolution, Winding-Up.** In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series E Preferred then outstanding shall be entitled to receive, out of the remaining assets of the Corporation available for distribution to its shareholders, an amount per share equal to the Stated Value.

7. **Protective Provisions.** So long as any shares of Series E Preferred are outstanding, the Corporation shall not without first obtaining the written approval of the holders of at least a majority of the then outstanding shares of such Series E Preferred (i) alter or change the rights, preferences or privileges of the Series E Preferred, or (ii) increase or decrease the total number of authorized shares of Series E Preferred Stock.

8. **No Preemptive Rights.** No holder of the Series E Preferred shall be entitled to rights to subscribe for, purchase or receive any part of any new or additional shares of any class of the Corporation, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to its Articles of Incorporation to be duly executed by its Chief Executive Officer as of this 1st day of October 2014.

CD INTERNATIONAL ENTERPRISES, INC.

By: _____

Yuejian (James) Wang, Ph.D.
Chief Executive Officer

The date of each amendment(s) adoption: October 1, 2014, if other than the date this document was signed.

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

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted 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.

Dated _____

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)

(Typed or printed name of person signing)

(Title of person signing)

See Attached