

PD7000072666

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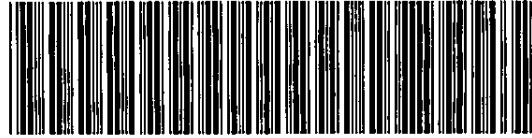
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
16 FEB 12 PM 4: 04

FEB 12 2016

C LEWIS

**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

peisha.shen@cdii.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Peisha Shen at ( 954 ) 363-7333  
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:

- |   |   |  |  |
|---|---|--|--|
| <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 THE ARTICLES OF INCORPORATION  
OF  
CD INTERNATIONAL ENTERPRISES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 FEB 12 PM 4:04

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 February 10, 2016 pursuant to Section 607.0821 of the FBCA and has hereby established a Series G 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 G Voting Convertible Preferred Stock**

The Corporation shall designate a series of preferred stock, consisting of three million (3,000,000) shares, as Series G voting Convertible Preferred Stock (the "**Series G Preferred**") which shall have the following designations, rights and preferences:

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

2. **Dividends.** The holders of Series G 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 June 30, 2016, the shares of Series G 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 G Preferred so converted (the "**Conversion Ratio**"). No fractional shares of Common Stock are to be issued upon the conversion of any Series G 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 G 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 G 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 G Preferred are not redeemable without the prior express written consent of the holders of the majority of the then outstanding shares of such Series G Preferred. In the event any shares of Series G 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 G Preferred shall have voting rights same as shareholders of common stock at a ratio of 1:1,000. (each share of the Series G Preferred has 1,000 shares of voting right as each share of common stock)

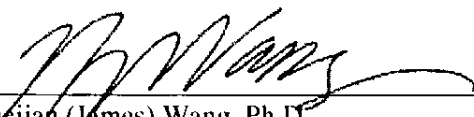
6. **Liquidation, Dissolution, Winding-Up.** In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of the Series G Preferred then outstanding shall be entitled to receive, out of the remaining assets of the 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 G 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 G Preferred (i) alter or change the rights, preferences or privileges of the Series G Preferred, or (ii) increase or decrease the total number of authorized shares of Series G Preferred Stock.

8. **No Preemptive Rights.** No holder of the Series G 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 10th day of February 2016.

**CD INTERNATIONAL ENTERPRISES, INC.**

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

RECEIVED  
SECRETARY OF THE  
BOARD OF DIRECTORS  
16 FEB 12 PM 4:04

**CD INTERNATIONAL ENTERPRISES, INC.  
UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 FEB 12 PM 4:04

As of February 10, 2016

Pursuant to Section 607.0821 of the Florida Business Corporation Act, the undersigned, constituting all of the directors of CD INTERNATIONAL ENTERPRISES, INC., a Florida corporation (the "Company"), do hereby adopt and approve the following actions in lieu of holding a meeting of the Board of Directors:

WHEREAS, the Company has proposed potential merger/acquisitions to be completed in the near future.

WHEREAS, the Company deems to be in its best interest to register for a Series G Preferred stock for issuance upon merger/acquisitions as consideration for such transactions.

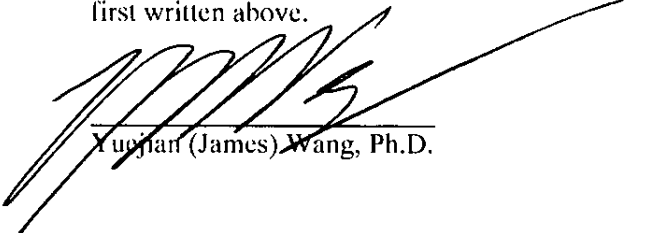
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the designation of a series of preferred stock, consisting of three million (3,000,000) shares, as Series G Convertible Preferred Stock (the "Series G Preferred"). The Company shall register and issue the shares of preferred stock in accordance with the terms and conditions of the Agreement and the applicable laws and regulations.

**Further Action**

BE IT RESOLVED, that the officers of the Company be, and each of them hereby is, authorized to prepare, execute, deliver and perform such agreements, documents, certificates and other instruments and take such other action, in the name and on behalf of the Company, as each of such officers, in the officer's discretion, shall deem necessary or advisable to carry out the intent of the foregoing resolutions and the transactions contemplated thereby, the taking of such action and the preparation, execution, delivery and performance of any such agreements, documents, certificates and other instruments or the performance of any such act shall be conclusive evidence of the approval of the directors thereof and all matters relating thereto; and

RESOLVED, that any and all actions taken by or on behalf of the officers of the Company prior to the adoption of these resolutions that are within the authority conferred hereby are hereby in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned being all of the directors of the Company have executed this action by unanimous written consent, which may be executed in multiple counterparts, all of which taken together shall constitute one original, the actions taken herein to be effective as of the date first written above.

  
Yuejian (James) Wang, Ph.D.

February 10, 2016

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

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

2/10/2016  
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)

Yuejian (James) Wang  
\_\_\_\_\_  
(Typed or printed name of person signing)

CEO  
\_\_\_\_\_  
(Title of person signing)

16 FEB 12 PM 4:04  
DIVISION OF CORPORATIONS  
DEPT. OF STATE