

PS 7000131110

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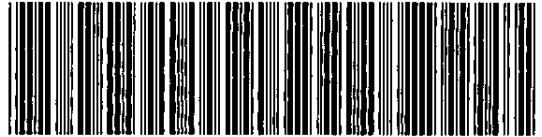
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend +
Restored
Att. chg

SL

10-27-09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SkyShop Logistics, Inc.

DOCUMENT NUMBER: 707000131110

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

Please return all correspondence concerning this matter to the following:

Leidy Escobar
Name of Contact Person

Skyshop Logistics, Inc.
Firm/ Company

7805 NW 15th St.
Address

Tiann, FL 33126
City/ State and Zip Code

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

For further information concerning this matter, please call:

Leidy Escobar at (305) 436-6815
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:

- | | | | |
|---|--|--|---|
| ☒ \$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

skyshop Logistics, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

P07000131110

(Document Number of Corporation (if known))

FILED
2009 OCT 26 PM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

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**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

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:

New Registered Office Address:

(Florida street 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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	
_____	_____	_____	☐ Add
_____	_____	_____	☐ Remove
_____	_____	_____	

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

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

Article IV Section C: 'Designation of Series A Preferred Stock' is being added. Please see attached for detail. Also please file the attached Exhibit.

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.

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SKYSHOP LOGISTICS, INC.
Document No. P07000131110**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida Corporation adopts the following Second Amended and Restated Articles of Incorporation to replace its First Amended Articles of Incorporation in their entirety:

ARTICLE I - NAME

The name of the corporation is **SKYSHOP LOGISTICS, INC.** (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the Corporation is 7805 NW 15th Street, Miami, Florida, 33126.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 40,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"), and 10,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

A. **Provisions Relating to Common Stock**

1. **Voting Rights.** Except as otherwise required by law or as may be provided by resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as herein provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock with each share of Common Stock entitled to one vote.

2. **Dividends.** Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Company, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they are entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Company, if any, shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights.

B. Provisions Relating to Preferred Stock

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, qualification, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Company's Common Stock, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to the effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by resolution or resolutions from time to time adopted providing for the issuance thereof the following:

a. whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

b. the number of shares to constitute the class or series and the designations thereof;

c. the preferences and relative, participating, optional, or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

d. whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

e. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

f. the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

g. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

h. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

i. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

C. Designation of Series A Preferred Stock

Of the 10,000,000 shares of Preferred Stock, par value \$.001 per share, authorized pursuant to Article IV of the Company's Articles of Incorporation, 2,000,000 of such shares are hereby designated as the Series A Preferred Stock (the "Series A Preferred Stock"). The powers, designations, preferences, and relative, participating, optional, or other special rights of the Series A Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such preferences and rights, are as set forth on Exhibit A hereto.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE V – REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office in the State of Florida is 7805 NW 15th Street, Miami, Florida, 33126 and the name of its registered agent at such office is AJ Hernandez.

ARTICLE VI – DURATION

The Corporation shall have perpetual existence.

ARTICLE VIII- BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon the Corporation may be modified by or cancelled by a vote of the shareholders to amend or repeal said Articles of Incorporation.

Certification

The undersigned hereby certifies that these Second Amended and Restated Articles of Incorporation were approved by unanimous vote of all of the outstanding shareholders of the Corporation entitled to vote on _____, 2009.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Company, for the purpose of amending and restating the Company's Articles of Incorporation has signed these Second Amended and Restated Articles of Incorporation on this 19th day of October, 2009.



AJ Hernandez, Director

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SKYSHOP LOGISTICS, INC. in the foregoing Articles of Incorporation, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

AJ Hernandez



Registered Agent

Dated: June 30, 2009

EXHIBIT A

SkyShop Logostics, Inc.

DESIGNATIONS, PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES A PREFERRED STOCK

1. **Designation and Number of Shares.** Of the 10,000,000 shares of Preferred Stock authorized pursuant to the Company's Articles of Incorporation, 2,000,000 of such shares are hereby designated as Series A Preferred Stock, \$.001 per share stated value (the "Series A Preferred Stock").

2. **Dividends.** The holders of the Series A Preferred Stock shall be entitled to receive, when, and if declared by the Board of Directors, out of the funds of the Company legally available therefor, an amount equal to such dividends as may be paid to the holders of the Company's Common Stock, \$.001 par value (the "Common Stock"), as though the shares of Series A Preferred Stock had converted into shares of Common Stock as of each of the dates of determination of the holders of Common Stock entitled to receive such dividends. Such dividends payable on the Series A Preferred Stock shall accrue but shall be paid only upon a liquidation of the Company or otherwise as specifically provided herein. The holders of the Series A Preferred Stock shall not be otherwise entitled to cumulative dividends.

3. **Liquidation.**

(a) **Liquidation Payments.** Upon any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the holders of shares of Series A Preferred Stock, before any distribution or payment is made upon the Common Stock or upon any other class or series of capital stock of the Company ranking junior to the Series A Preferred Stock upon liquidation, shall be entitled to be paid for each share, as adjusted for any stock dividends, combinations or splits with respect to such shares, plus an amount equal to any accrued and unpaid dividends per share, such amounts being herein sometimes referred to as the "Liquidation Payments." If, upon such liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, after payment or provision for payment of the debts of the Company, the assets to be distributed among the holders of Series A Preferred Stock is insufficient to permit payment to such holders of the Liquidation Payments to which they are entitled, then the entire assets of the Company to be so distributed shall be distributed ratably among the holders of Series A Preferred Stock and the holders of any other class or series of capital stock of the Company on a parity with the Series A Preferred Stock upon liquidation.

(b) **No Further Right to Assets.** After the payment in full in cash of the Liquidation Payments plus accrued but unpaid dividends to the holders of the Series A Preferred Stock, as provided in the foregoing paragraph (a), the holders of the Series A Preferred Stock shall have no further right or claim to any of the remaining assets of the Company, except as required by law.

(c) **Transactions not Deemed Dissolution, Liquidation or Winding Up.** The sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property and assets of the Company shall not be deemed a

dissolution, liquidation or winding up of the Company for the purposes of this section, nor shall the merger or consolidation of the Company into or with any other corporation or association or the merger or consolidation of any other corporation, into or with the Company, be deemed to be a dissolution, liquidation or winding up of the Company for the purposes of this section.

4. **No Preemptive Rights.** No holder of the Series A Preferred Stock shall be entitled, as a right, to purchase or subscribe for any part of the unissued capital stock of the Company, now or hereafter authorized, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures, or other securities convertible into or exercisable for capital stock or other securities of the Company, or to have any other preemptive rights now or hereafter defined by the laws of the State of Florida.

5. **Voting Rights.** The holders of Series A Preferred Stock shall not be entitled to vote on matters of the Company.

6. **Waiver by Holders of Series A Preferred Stock.** Except as otherwise required by law, any rights or benefits of the Series A Preferred Stock and the holders thereof provided herein may be waived as to all outstanding shares of Series A Preferred Stock and the holders thereof by the consent of the holders of a majority of the then-outstanding shares of Series A Preferred Stock.

7. **Holder.** The term "holder" as used in these Articles of Amendment means a record holder of any shares of Series A Preferred Stock.

8. **Additional Issuance of Shares of Preferred Stock.** The Company may issue additional shares or series of Preferred Stock in the future, which shares or series may have powers, preferences, rights and benefits senior to or on parity with the Series A Preferred Stock.

The date of each amendment(s) adoption: 10/19/09
(date of adoption is required)

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

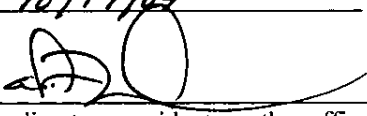
by _____."
(voting group)

☒ 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 10/19/09

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)

Alberto J. Hernandez

(Typed or printed name of person signing)

Director

(Title of person signing)