

PO 80000010908

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

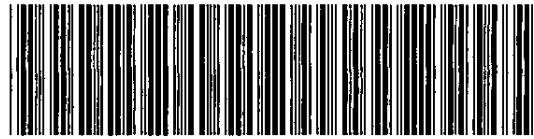
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
JILL CHASSER, FLORIDA

Amend
#cc
#cvs
10/21/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UNX ProLiner, Corp.

DOCUMENT NUMBER: P08000010908.

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

Please return all correspondence concerning this matter to the following:

EDWARD J. PERNU

(Name of Contact Person)

UNX ProLiner, Corp.

(Firm/ Company)

2607 E. Taschereau Path

(Address)

Inverness, FL 34453.

(City/ State and Zip Code)

For further information concerning this matter, please call:

EDWARD J. PERNU

(Name of Contact Person)

at (352) 601-0098

(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

UNX ProLiner, Corp.

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

P08000010908

(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:

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

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TALLAHASSEE, FLORIDA

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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>
PRESIDENT	YUNIEK YUANITA DIPIETRA	2607 E. TASCHEREAU PATH INVERNES FL 34453	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
PRESIDENT	EDWARD J. PERNU	SAME ABOVE	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<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)

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)

SEE ATTACHMENT (SHARE AMENDMENT)

The date of each amendment(s) adoption: June 30, 08

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 SEPT. 30 / 08

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)

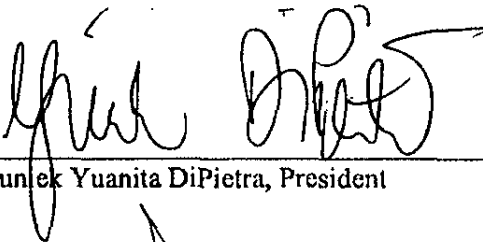
EDWARD J. PERNU
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

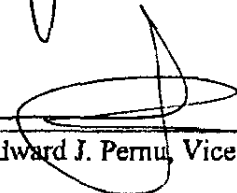
**WAIVER OF NOTICE OF SPECIAL MEETING MEETING OF THE
BOARD OF DIRECTORS OF UNX PROLINER, CORP.**

The undersigneds, being the duly elected Directors of UNX PROLINER, CORP., do hereby waive all statutory and By-Law requirements as to the notice of the time and place of the special meeting of the Board of Directors of said corporation and consent that the said meeting be held at the principal office of the corporation on the 30th day of June, 2008 at 11:00 A.M., and do further consent to the transaction of any and all business to come before the meeting.

Dated this 30th day of June, 2008



Yuniek Yuanita DiPietra, President



Edward J. Pernu, Vice President

**MINUTES OF SPECIAL MEETING OF
STOCKHOLDER AND BOARD OF DIRECTORS OF
UNX PROLINER, CORP.**

A Special Meeting of the Board of Directors of UNX Proliner, Corp. was held at 2607 E. Taschereau Path, Inverness, Florida 34453 on the 30th day of June, 2008, at 5:00 P.M. pursuant to a written Waiver of Notice signed by the Directors fixing said time and place.

On roll call, all of the Directors of said corporation were found to be present, namely:

Yunieck Yuanita DiPietra, President and Edward J. Pernu, Vice President

Upon motion duly made, seconded and unanimously carried, it was approved that Yunieck Yuanita DiPietra shall resign from UNX ProLiner and shall transfer to Edward J. Pernu 100 shares for sum of \$0 as outlined in the Stockholders' Agreement of same date. Edward J. Pernu shall become the President and sole officer of the corporation.

There being no further business before the meeting, the same was, on motion, duly adjourned.

Dated the 30th day of June, 2008.



Edward J. Pernu



Yunieck Yuanita DiPietra

STOCKHOLDERS' AGREEMENT

THIS AGREEMENT is entered into this 30th day of June, 2008, by YUNTEK YUANITA DIPIETRA., herein "DiPietra" and EDWARD J. PERNU, herein "Pernu".

WITNESSETH:

WHEREAS, DiPietra is the owner of 100 shares and Pernu is the owner of 0 shares of the common stock of UNX PROLINER, CORP., herein "Company", which represents all of the issued and outstanding shares of Company, and

WHEREAS, DiPietra has heretofore been the President of Company, and

WHEREAS, DiPietra has offered to transfer to Pernu and Pernu has agreed to accept from DiPietra 100 of the shares in the Company for consideration of \$1.00 and Pernu to assume all responsibility for any and all liabilities of the Company, and

WHEREAS, the parties desire to memorialize their understanding of the conduct of Company's business and their relationship as its sole stockholders.

NOW, THEREFORE, the parties agree as follows:

1. The above recitals are true and correct. Notwithstanding the date of execution, this agreement shall have an effective date of July 1, 2008.
2. DiPietra agrees to transfer and Pernu agrees to accept for a fee of \$1.00 and for assumption of any and all liability and debt of the Company 100 shares of Company's common stock which shall be transferred upon the signing of this agreement.
3. The following persons shall serve as officers of Company until the next meeting of Stockholders:

President: Pernu

Vice President: Pernu

Secretary: Pernu

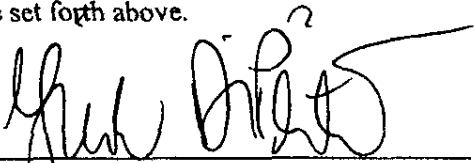
Treasurer: Pernu


The President is responsible for signing checks, entering into contracts, applying for financing, running scheduled meetings, calling other meetings as are necessary and shall devote such amount of time each day as is necessary to insure the Company runs smoothly.

4. Any dispute or disagreement arising out of this Agreement shall be resolved by submission of the dispute or disagreement to arbitration in accordance with the rules of the American Arbitration Association. Each party shall select one arbitrator and the two arbitrators so selected shall select a third. The cost of arbitration shall be equally divided however, the prevailing party shall be entitled to an award of reasonable attorney's fees to be determined by the arbitrators. Venue for any proceeding arising hereunder shall be in Marion County, Florida.

5. This Agreement shall be binding upon the parties hereto, their heirs, personal representatives and assigns.

Executed by the parties the year and date set forth above.


Yunick Yuanita DiPietra


Edward J. Pernu