

P96000007554

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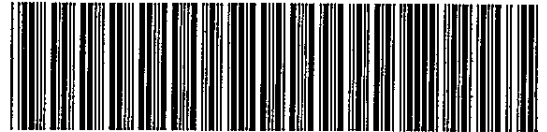
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amendment

01/13/06

Dc

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Central American Equities Corp

**DOCUMENT NUMBER:** P 96000007554

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

Please return all correspondence concerning this matter to the following:

Michael Caggiano

(Name of Contact Person)

Central American Equities

(Firm/ Company)

Interlink 964 / POB 02-5635

(Address)

Miami, FL 33102

(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Caggiano

(Name of Contact Person)

at ( 888 ) 388-2582

(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**

Central American Equities Corp.

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

P 96000007554

(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):**

NA

(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 the attached additional pages.

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(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)

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(continued)

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## **CENTRAL AMERICAN EQUITIES CORP.**

### **AMENDMENTS TO ARTICLES OF INCORPORATION**

#### **ARTICLE III: CAPITAL STOCK**

3.1. The capital stock of this corporation shall consist of 100,000,000 shares of common stock, \$.001 par value and 10,000 shares of Series "B" preferred stock, no par value.

3.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

3.3. Other Powers of the Board of Directors With Respect to Shares.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

#### **DESIGNATION OF SERIES B PREFERRED STOCK**

1. Creation of Series B Preferred Stock. There is hereby created a series of preferred stock consisting of 10,000 shares and designated as the Series B Preferred Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. No dividends shall be paid with respect to the Shares of Series B Preferred Stock.

3. Redemption Provisions. The Series B Preferred Stock is not redeemable by the holder.

4. Liquidation Provisions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series B Preferred Stock shall be entitled to receive an amount equal to \$0.01 per share. After the full preferential liquidation amount has been paid to, or determined and set apart for the Series B Preferred Stock and all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of the common stock. In the event the assets of the Corporation available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount per share required to be paid the Corporation's Series B Preferred Stock, the entire amount of assets of the Corporation available for

distribution to shareholders shall be paid up to their respective full liquidation amounts first to the Series B Preferred Stock, then to the Series B Preferred Stock and then to any other series of Preferred Stock hereafter authorized and issued, all of which amounts shall be distributed ratably among holders of each such series of Preferred Stock, and the common stock shall receive nothing. A reorganization or any other consolidation or merger of the Corporation with or into any other corporation, or any other 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 within the meaning of this Section III, and the Series B Preferred Stock shall be entitled only to: (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Florida Business Corporation Act and (iii) the rights contained in other Sections hereof.

5. Voting Provisions. Except as otherwise expressly provided or required by law, each share of Series B Preferred Stock shall be entitled to 1,000 votes per share.

The date of each amendment(s) adoption: December 29, 2005

Effective date if applicable: December 29, 2005  
(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)

Michael Caggiano  
(Typed or printed name of person signing)

President and CEO  
(Title of person signing)

**FILING FEE: \$35**