

Division of Corporations **PA7 000084502** Pag 1 of 1

Florida Department of State
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BASIC AMENDMENT
KAHALA CORP.

Certificate of Status	0
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Amend
38

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KAHALA CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Kahala Corp.

SECOND: Amendments adopted:

Fourth Article

The first paragraph of the Fourth Article shall be amended to read as follows:

The total number of shares of stock which the Company shall have the authority to issue shall be one million twenty thousand (1,020,000), divided as follows: (i) one million (1,000,000) shares of Common Stock with a par value of \$.001 per share, and (ii) twenty thousand (20,000) shares of Preferred Stock with a par value of \$.001 per share, of which five thousand seven hundred fifty (5,750) shares are hereby designated Series A Preferred Stock, six thousand five hundred (6,500) shares are hereby designated as Series B Preferred Stock, one thousand six hundred (1,600) shares are hereby designated as Series C Preferred Stock, and five thousand (5,000) shares are hereby designated as Series D Preferred Stock.

Fourth Article

Paragraph A.1 of the Fourth Article, "Series A Preferred Stock -Designation and Initial Number", shall be amended to read as follows:

The Class of shares of Preferred Stock hereby classified shall be designated as "Series A Redeemable Convertible Secured Preferred Stock". The initial number of authorized shares of the Series A Preferred Stock shall be five thousand seven hundred fifty (5,750) shares.

Fourth Article

Paragraph B.1 of the Fourth Article, "Series B Preferred Stock -Designation and Initial Number", shall be amended to read as follows:

The Class of shares of Preferred Stock hereby classified shall be designated as "Series B Preferred Stock". The initial number of authorized shares of the Series B Preferred Stock shall be six thousand five hundred (6,500) shares.

Fourth Article

Paragraph C.1 of the Fourth Article, "Series C Preferred Stock -Designation and Initial Number", shall be amended to read as follows:

The Class of shares of Preferred Stock hereby classified shall be designated as "Series C Preferred Stock". The initial number of authorized shares of the Series C Preferred Stock shall be one thousand six hundred (1,600) shares.

Fourth Article

Paragraph D.1 of the Fourth Article, "Series D Preferred Stock -Designation and Initial Number", shall be amended to read as follows:

The Class of shares of Preferred Stock hereby classified shall be designated as "Series D Preferred Stock". The initial number of authorized shares of the Series D Preferred Stock shall be five thousand (5,000) shares.

THIRD: None.

FOURTH: The date of each amendment's adoption is August 19, 2005.

FIFTH: Adoption of Amendments (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

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.

SIXTH: None

Signed this 19th day of August, 2005.

Signature:


Kevin A. Blackwell, President
And Chairman of the Board