

P 99000018914

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

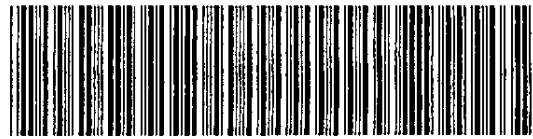
(Business Entity Name)

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11 FEB -9 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
XEG
2/18

WES Consulting, Inc.

February 8, 2011

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: WES Consulting, Inc., P9900018914
Articles of Amendment

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Amendment to the Articles of Incorporation of WES Consulting, Inc. Also enclosed is our check in the amount of \$52.50 for the filing fee, the certified copy of the filing and the certificate of status.

Please return the file stamped documents in the enclosed prepaid UPS envelope.

If you have any questions, please don't hesitate to give me a call.

Best regards,



Ron Scott
CFO & Director

770-246-6426

2745 Bankers Industrial Drive
Atlanta, GA 30360
(770) 246-6400

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WES Consulting, Inc.

DOCUMENT NUMBER: P99000018914

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

Please return all correspondence concerning this matter to the following:

Ronald Scott

Name of Contact Person

WES Consulting, Inc.

Firm/ Company

2745 Bankers Industrial Drive

Address

Atlanta, GA 30360

City/ State and Zip Code

ir@liberator.com

E-mail address: (to be used for future annual report notification)

*Robert
LIBERATOR
P99000018914
109*

RECEIVED
11 FEB 17 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Ron Scott

Name of Contact Person

at (770)

246-6426

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2011

RON SCOTT
WES CONSULTING, INC.
2745 BANKERS INDUSTRIAL DR.
ATLANTA, GA 30360

SUBJECT: WES CONSULTING, INC.
Ref. Number: P99000018914

We have received your document for WES CONSULTING, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P97000109109.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 411A00003701

Articles of Amendment
to
Articles of Incorporation
of

WES Consulting, Inc.

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

P99000018914

(Document Number of Corporation (if known))

FILED
11 FEB -9 AM 9:18
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)

2745 Bankers Industrial Drive

Atlanta, GA 30360

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

2745 Bankers Industrial Drive

Atlanta, GA 30360

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>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input 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)

see attachment

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)

The date of each amendment(s) adoption: October 20, 2009


Effective date if applicable: February 8, 2011 (date of adoption is required)
(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 February 8, 2011

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)

Ronald P. Scott
(Typed or printed name of person signing)

Director / Secretary / CFO
(Title of person signing)

**ARTICLES OF AMENDMENT TO THE AMENDED
AND RESTATED ARTICLES OF INCORPORATION
OF WES CONSULTING, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being a Director and the CEO of WES Consulting, Inc. (hereinafter the "Corporation"), a Florida corporation, does hereby certify as follows:

FIRST : The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 25, 1999 (Document No. P99000018914), and Amended and Restated as filed with the Secretary of State on September 6, 2006 (collectively the "Amended and Restated Articles of Incorporation").

SECOND : This amendment to the Articles of Incorporation was approved and adopted by all of the Directors of the Corporation on October 20, 2009 and by a majority of its shareholders on October 20, 2009. To effect the foregoing, the text of Article III of the Articles of Incorporation are hereby deleted and replaced in their entirety as follows:

**"ARTICLE III
CAPITAL STOCK**

A. The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be one hundred and eighty five million (185,000,000) shares, of which:

(i) Ten Million (10,000,000) shares shall be designated Preferred Stock, \$0.0001 par value. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

(ii) One Hundred Seventy Five Million (175,000,000) shares shall be designated Common Stock, \$0.01 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders and shall be eligible for dividends when, and if, declared by the Board of Directors;

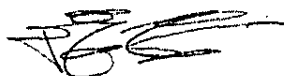
B. The Board of Directors has by resolution designated four million three hundred thousand (4,300,000) shares of Preferred stock Series A Convertible Preferred Stock and having such rights and preferences as set forth in the Designation of Rights and Preferences of Series A Convertible Preferred Stock of WES Consulting, Inc. attached hereto as Exhibit A and made a part hereof."

THIRD : The foregoing amendments were adopted by all of the Directors on October 20, 2009 and by the majority holders of the Common stock of the Corporation pursuant to the Florida Business Corporation Act on October 20, 2009. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 8th day of February, 2011.

WES Consulting, Inc.

By:



Name: Louis S. Friedman
Chief Executive Officer

**Designation of Rights and Preferences
of
Series A Convertible Preferred Stock
of
WES Consulting, Inc.**

WES Consulting, Inc. (the "Corporation") is authorized to issue ten million (10,000,000) shares of \$0.0001 par value preferred stock, none of which has been issued or is currently outstanding. The preferred stock may be issued by the Board of Directors at such times and with such rights, designations, preferences and other terms, as may be determined by the Board of Directors in its sole discretion, at the time of issuance. The Board of Directors of the Corporation has determined to issue a class of preferred stock, \$0.0001 par value and to designate such class as "Series A Convertible Preferred Stock" (the "Series A Convertible Preferred Stock") initially consisting of four million three hundred thousand (4,300,000) shares which shall have the rights, preferences, privileges, and the qualifications, limitations and restrictions as follows:

(A). Liquidation Rights.

- (i) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Company, the holders of the shares of the Series A Convertible Preferred Stock then outstanding shall be entitled to receive out of the assets of the Company (whether representing capital or surplus), before any payment or distribution shall be made on the Common Stock, or upon any other class or series of stock ranking junior to the Series A Convertible Preferred Stock as to liquidation rights or dividends, \$0.232 for each share of Series A Preferred Stock, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock, plus any dividends declared but unpaid thereon.
- (ii) Upon the voluntary or involuntary dissolution, liquidation or winding up of the Company, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Convertible Preferred Stock in accordance with Section (A)(i) above, the remaining assets of the Company available for distribution to its shareholders shall be distributed among the holders of the shares of Common Stock, pro rata based on the number of shares held by each such holder.
- (iii) *If the assets distributable on any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, shall be insufficient to permit the payment to the holders of the Series A Convertible Preferred Stock of the full preferential amounts attributable thereto, then the entire assets of the Company shall be distributed among the holders of the Series A Convertible Preferred Stock ratably, in proportion to the respective amounts the holders of such shares of Series A Convertible Preferred Stock would be entitled to receive if they were paid in full all preferential amounts.*
- (iv) Written notice of such liquidation, dissolution or winding up, stating a payment date or dates, the aggregate amount of all payments to be made, and the place where said sums shall be payable shall be given by first class mail, postage prepaid, not less than 30 days prior to the payment date stated therein, to the holders of record of all shareholders of the Company, such notice to be addressed to each holder at his post office address as shown by the records of the Company. A consolidation or merger of the Company with or into any other Company or Companies not owned or controlled by the Company and in which the Company is not the surviving entity, or the sale or transfer by the Company of all or substantially all of its assets, shall be deemed to be a liquidation, dissolution or winding up of the business of the Company for purposes hereof.
- (v) In the event of a partial liquidation, distribution of assets shall be made so as to give effect to the foregoing provisions. In the event some or all of the proceeds from a liquidation, dissolution or winding up consist of property other than cash, then for purposes of making distributions, the fair value of such non-cash property shall be determined in good faith by the Company's Board of Directors.

(B). **Voting Rights.** Each issued and outstanding Series A Convertible Preferred Share shall be entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Company (the "Common Shares") issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Series A Convertible Preferred Shares issued and outstanding at the time of such vote. At each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors, holders of Series A Convertible Preferred Shares shall vote together with the holders of Common Shares as a single class.

(C). **Conversion.**

- (i) The holder of shares of Series A Convertible Preferred Stock shall have the right, subject to the terms and conditions set forth below, to convert each such stock into one share of fully paid and non-assessable Common Stock of the Corporation as hereinafter provided. Such conversion right shall vest and shall first be available on July 1, 2011.
- (ii) Any holder of one or more shares of Series A Convertible Preferred Stock electing to convert any or all of such shares into Common Stock shall surrender the certificate or certificates evidencing such shares at the principal office of the Corporation, at any time during its usual business hours, and shall simultaneously with such surrender give written notice of his or its intention to convert, stating therein the number of shares of Series A Convertible Preferred Stock to be converted and the name or names (with addresses) of the registered holders of the Series A Convertible Preferred Stock in which the certificate or certificates for Common Stock shall be issued. Each certificate evidencing shares so surrendered shall be duly endorsed to the Corporation by means of signatures which shall be guaranteed by either a national bank or a member of a national securities exchange.
- (iii) Such conversion shall be deemed to have been made as of the date of receipt by the Corporation of the certificate or certificates (endorsed as herein above provided) representing the shares of Series A Convertible Preferred Stock to be converted and receipt by the Corporation of written notice, as above prescribed; and after such receipt, the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock.
- (iv) Upon receipt of evidence reasonably satisfactory to the Corporation of the loss, theft, destruction or mutilation of any certificate evidencing shares in the Corporation and, in the case of such loss, theft or destruction, upon delivery of an indemnity agreement reasonably satisfactory to the Corporation, or in the case of any such mutilation, upon the surrender of such certificate for cancellation, the Corporation, will execute and deliver, in lieu of such lost, stolen, destroyed or mutilated certificate, a new certificate for such shares.
- (v) As promptly as practicable after surrender and notice as herein above provided, the Corporation shall issue and deliver, or cause to be issued and delivered, to the holder of the shares of Series A Convertible Preferred Stock surrendered for conversion: (a) a certificate or certificates for the number of shares of Common Stock into which such Series A Convertible Preferred Stock has been converted; and (b) if necessary in the case of a conversion of less than all of the shares of Series A Convertible Preferred Stock held by such holder, a new certificate or certificates representing the unconverted shares of Series A Convertible Preferred Stock.
- (vi) Cash dividends declared but theretofore unpaid on the shares of Series A Convertible Preferred Stock so converted after the record date for such dividend shall instead be paid on the shares of Common Stock into which such Series A Convertible Preferred Stock has been converted, pro rata, at such time as cash dividends shall be paid to record holders of the Common Stock generally.
- (vi) All shares of Series A Convertible Preferred Stock at any time converted as herein provided shall be forthwith permanently retired and cancelled and shall under no circumstances be reissued.

(D). **Protective Provisions.** At any time when shares of Series A Convertible Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, do any of the following without (in addition to any other vote required by law or the Articles of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Series A Convertible Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class:

- (i) liquidate, dissolve or wind-up the business and affairs of the Corporation, effect any deemed liquidation event, or consent to any of the foregoing;
- (ii) create, or authorize the creation of, or issue or obligate itself to issue shares of, any additional class or series of capital stock or increase the authorized number of shares of Series A Convertible Preferred Stock.

(E). **Status of Reacquired Shares.** Shares of Series A Convertible Preferred Stock which have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of Series A Convertible Preferred Stock issuable in series undesignated as to series and may be re-designated and re-issued.