

√36694

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

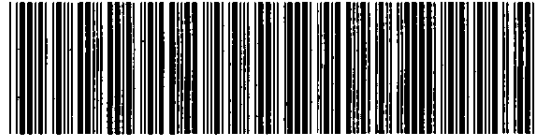
(Business Entity Name)

(Document Number)

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12/28/09--01025--008 **35.00

FILED
09 DEC 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
12/31/09*

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: GOLDEN DRAGON HOLDINGS, INC.

DOCUMENT NUMBER: V36694

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

Please return all correspondence concerning this matter to the following:

FRANK J. YGLESIAS

Name of Contact Person

GOLDEN DRAGON HOLDINGS, INC.

Firm/ Company

1200 BRICKELL AVE. SUITE 1950

Address

MIAMI, FL. 33131

City/ State and Zip Code

FRANK@GDFBHK.COM

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

For further information concerning this matter, please call:

FRANK J. YGLESIAS

Name of Contact Person

at (888)

889-8185
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**

GOLDEN DRAGON HOLDINGS, INC.
(Name of Corporation as currently filed with the Florida Dept. of State)

V36694
(Document Number of Corporation (if known))

FILED
09 DEC 28 PM 3:00
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:

AMENDMENTS ADOPTED (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE 5.1 PREFERRED STOCK is amended as follows:

One hundred million (100,000,000) shares of no par value Preferred Stock upon such terms and conditions as the Board of Directors may determine at the time of issuance, without further action of the shareholders being required. Such Preferred Shares may or may not be: issued in series, or redeemable by the Company. Such Preferred Shares are entitled to cumulative dividends. Such Preferred Shares are convertible each into 50 share of Common Stock (50 Common Shares to 1 Preferred Share conversion rate). The holders of Preferred Shares are entitled to 50 votes for each share held on all matters submitted to a vote of Shareholders. Other terms and conditions may be imposed at the time of issuance.

ARTICLE 5.2 COMMON STOCK is amended as follows:

Three billion (3,000,000,000) share of Common Stock having a par value of \$0.001 per share. Holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of outstanding Preferred Stock. The holders of Common Stock have no preemptive, subscription, redemption or conversion rights.



The date of each amendment(s) adoption: November 30th 2009
(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):*

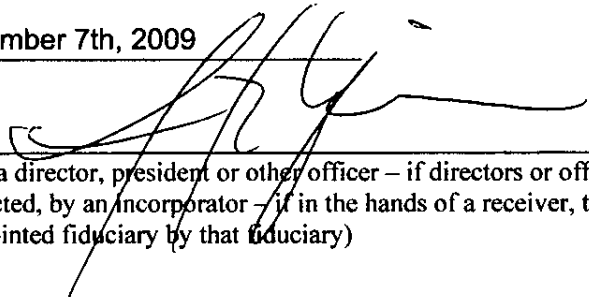
“The number of votes cast for the amendment(s) was/were sufficient for approval

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 December 7th, 2009

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)

Frank J. Yglesias
(Typed or printed name of person signing)

CEO
(Title of person signing)