

621727

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

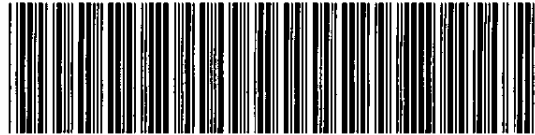
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800135974408

09/17/08--01033--011 \*\*35.00

*Amend*

FILED  
08 SEP 17 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts SEP 22 2008

---

C. FUENTE HOLDINGS, INC.

September 16, 2008

Via Federal Express 7927 5036 6749

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


Re: C. Fuente Holdings, Inc. – Articles of Amendment

Dear Sir and/or Madam:

Please find enclosed an original and one copy of the Articles of Amendment to the Articles of Restatement of C. Fuente Holdings, Inc., together with check number 3374 in the amount of \$35.00 for the filing fee. Please file the enclosed original Articles of Amendment and return the stamped file copy of the Articles of Amendment to us in the self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact us at the number listed below.

Sincerely,

  
Dianne Gradillas, Paralegal

/sdg  
Enclosures

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF RESTATEMENT  
OF  
C. FUENTE HOLDINGS, INC.**

FILED  
08 SEP 17 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Fuente Holdings, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Restatement as filed with the Department of State on November 16, 1994, in accordance with the requirements of Chapter 607.1006 of the Florida Business Corporation Act, does hereby adopt these Articles of Amendment:

1. The name of the corporation is C. Fuente Holdings, Inc.
2. The text of Article IV of the Articles of Restatement is deleted in its entirety and replaced by the following:

\* \* \* \* \*

**ARTICLE IV  
Capital Stock**

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be as follows:

1. Voting Common Stock: 10,000,000 shares of common stock designated as Class A voting common stock with a par value of \$.01 per share (the "Class A Common Stock").
2. Non-Voting Common Stock: 10,000,000 shares of common stock designated as Class B non-voting common stock with a par value of \$.01 per share (the "Class B Common Stock," and collectively with the Class A Common Stock, the "Common Stock").

The holders of the Class A Common Stock and the holders of the Class B Common Stock shall be entitled to identical economic rights and privileges to distribution and liquidation proceeds.

(b) Payment for Stock. Except as specifically provide in paragraph (d) of this Article IV, the consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting. The entire voting power of this corporation shall be vested in the Class A Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation. There shall be no cumulative voting in the election of directors. The holders of Class B Common Stock shall not be entitled to vote on any matter before the stockholders, whether at a meeting or via written action in lieu of a meeting.

(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis. The Board of Directors is expressly authorized to issue share dividends in respect of shares of another class, whether in respect of the Class A Common Stock or the Class B Common Stock, as prescribed by Chapter 607.0623 of the Florida Business Corporation Act.

\* \* \* \* \*

3. All stock issued and outstanding as of the date of this amendment shall be immediately reclassified as Class A Common Stock.
4. The amendment was adopted by the joint unanimous written consent of the stockholders and the Board of Directors of the undersigned corporation as of September 12, 2008. The number of votes cast for the amendment by the stockholders was sufficient for its approval.
5. The amendment is to be effective when these Articles of Amendment are filed with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned officer of the corporation has executed these Articles of Amendment to the Articles of Restatement of the Corporation as of the 15th day of September, 2008.

**C. FUENTE HOLDINGS, INC.**

By: Carlos A. Fuente  
Name: Carlos A. Fuente  
Title: President