

G66158

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Amend

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2009 DEC -3 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AOR
12/3/09



November 20, 2009

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: CruiseCam International, Inc.
Articles of Amendment
Doc. No. G66156
FEI/EIN No. 751433000

Dear Amendment Section:

The enclosed five (5) separate Articles of Amendment and fees are submitted for filing. The items enclosed are as follows:

1. Articles of Amendment to the Amended and Restated Articles of Incorporation
2. Articles of Amendment Designating Series B Convertible Preferred Stock
3. Articles of Amendment Designating Series C Convertible Preferred Stock
4. Articles of Amendment Designating Series D Convertible Preferred Stock
5. Articles of Amendment Designating Series E Convertible Preferred Stock
6. Check in the amount of \$175.00 payable to the Florida Secretary of State for the filing fees.

I would appreciate it if the above Articles of Amendment be filed in the order as listed. It is very important that the first document listed, the Articles of Amendment to the Amended and Restated Articles of Incorporation, be filed first.

Please return all correspondence concerning this matter to the following:

D. Scott Watkins
901 South Federal Highway, Suite 300
Fort Lauderdale, FL 33316
Phone: 248-471-9520 248 - 709 - 2096
Fax 248-471-9521

Thank you kindly for your assistance in this matter.

Sincerely,

D. Scott Watkins

901 South Federal Highway, Suite 300
Fort Lauderdale, FL 33316
Phone: 248-471-9520 Fax 248-471-9521

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CRUISECAM INTERNATIONAL, INC.**

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**CERTIFICATE OF DESIGNATION
SERIES B CONVERTIBLE PREFERRED STOCK**

CruiseCam International, Inc., a corporation organized and existing under the laws of the state of Florida (the "*Corporation*"), in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act (the "*Act*"), hereby certifies that:

FIRST: The Amended and Restated Articles of Incorporation for the Corporation, bearing the Document Number G66158, authorize the issuance of Five Hundred Billion (500,000,000,000) shares of common stock and Seven Million (7,000,000) shares of preferred stock of which One Million Five Hundred Thousand (1,500,000) is designated as Series A, and authorizes the Board of Directors, by resolution or resolutions, at any time or from time to time, to authorize additional Preferred Stock or divide and establish any or all of the shares of the 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, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

SECOND: The Board of Directors of the Corporation, in accordance with the Amended and Restated Articles of Incorporation and Bylaws of the Corporation, the Act, and applicable law, authorized, adopted, approved, and established on November 20, 2009 a series of Preferred Stock designated as Series B Convertible Preferred Stock, and the number of shares constituting such series shall be one (1) share. Such Series B Convertible Preferred Stock is herein referred to as "*Series B Convertible Preferred Stock*", "*Series B Preferred Stock*" or "*Series B Preferred Shares*".

THIRD: The amendment to the Amended and Restated Articles of Incorporation of the Corporation were approved by a vote of the majority of the Shareholders of the Corporation in accordance with the provisions of the Amended and Restated Articles of Incorporation and the Act.

RESOLVED, that Article IV of the Amended and Restated Articles of Incorporation entitled Capital Stock are hereby amended such that a series of Preferred Stock of the Corporation be and hereby is created, and that the designation and number of the shares of such series, and the voting, and other powers, preferences, and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of the Series B Convertible Preferred Stock of the Corporation, are as follows:

SERIES B CONVERTIBLE PREFERRED STOCK

1. **DESIGNATION.** One (1) share of Series B Preferred Stock is authorized pursuant to Article IV of the Corporation's Articles of Incorporation, as amended.
2. **PAR VALUE.** The par value of each share of Series B Preferred Stock shall be \$0.001.

3. **ISSUANCE.** Shares of Series B Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees or consultants, or as directed by a majority vote of the Board of Directors.
4. **RANK.** All shares of Series A Preferred Stock shall rank prior to all of the Corporation's Common Stock, (the "*Common Stock*"), now or hereafter issued, as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary. No senior Preferred Stock with senior dividend or Liquidation or redemption rights may be issued by the Corporation without the prior written consent of the holders of a majority of the Series B Preferred Stock. The Corporation will give such holders 15 days prior written notice before any proposed issuance of a senior Preferred Stock is made.
5. **LIQUIDATION PREFERENCE.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holder of each Series B Preferred Stock shall be paid out of the assets of the corporation available for distribution to its shareholders an amount equal to the per share purchase price of the shares, plus declared and unpaid dividends, and capital contributions before any payments or distribution of assets of the corporation shall be made to the holders of the shares of any other class or series of stock of the Corporation.
6. **CONVERSION RIGHTS.** If at least one share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of conversion, plus ii) the total number of shares of Series A, Series C, Series D, Series E Preferred Stocks which are issued and outstanding at the time of conversion.
7. **VOTING RIGHTS.** If at least one share of Series B Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series B Preferred Stock at any given time, regardless of their number, shall have voting rights equal to four times the sum of: i) the total number of shares of Common Stock which are issued and outstanding at the time of voting, plus ii) the total number of shares of Series A, Series C, Series D, Series E Preferred Stocks which are issued and outstanding at the time of voting.
8. **DIVIDENDS.** The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.
9. **ADOPTION OF AMENDMENT.** The foregoing amendment of the Corporation's Amended and Restated Articles of Incorporation was duly adopted pursuant to unanimous written consent of the Board of Directors on November 20, 2009, pursuant to Section 607.0602 of the Act, and by written consent of the holders of a majority of the capital stock entitled to vote on November 20, 2009. Therefore, the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as the duly authorized officer of CRUISECAM INTERNATIONAL, INC., has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 20th day of November, 2009.



David Scott Watkins

Director