

J 30139

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

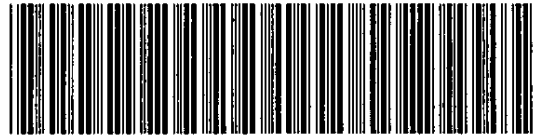
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

8/1/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Stacey's Buffet, Inc.

DOCUMENT NUMBER: J30139

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

Please return all correspondence concerning this matter to the following:

Michael Anthony
(Name of Contact Person)

Stacey's Buffet, Inc.
(Firm/ Company)

330 Clematis Street, Ste. 217
(Address)

West Palm Beach, FL 33401
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Anthony at (800) 341-2684
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

FILED
2008 JUL 25 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Stacey's Buffet, Inc.

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

J30139

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

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

"Please See Attached"

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

The date of each amendment(s) adoption: 7-23-2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

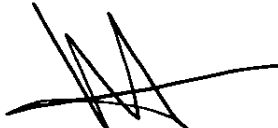
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

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.

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)

Michael Anthony
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

Stacey's Buffet, Inc.
A Florida Corporation

The undersigned President and Secretary of Stacey's Buffet, Inc. does hereby certify that the following amendment was adopted at a duly convened meeting of the Board of Directors and by the majority shareholder by consent on July 23, 2008.

Article IV
Capital Stock

The Company shall have 26,000,000 total shares of authorized stock; 25,000,000 of which shall be common stock with a par value of \$.001 and 1,000,000 of which shall be Preferred Stock with a par value of \$.001.

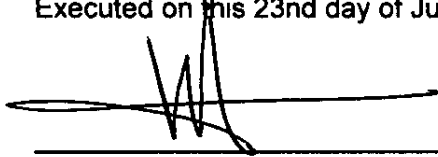
Preferred Stock

The 1,000,000 shares of Preferred Series Stock shall be designated as Series A Preferred. The Series A Preferred shall have superior voting rights equal to ten (10) votes per share and each of the Series A Preferred shall be convertible into ten (10) shares of common stock. Furthermore, the majority holder of the Series A Preferred shares shall have the right to elect the majority of the Directors to the Board of the Company and to amend the Articles of the Company to ensure its furtherance. No other class of security shall be deemed superior in nature to the 1,000,000 Series A Preferred shares.

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with the Florida Corporation Law, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law.

The undersigned officers have been authorized to execute this certificate by a vote of the majority of the Company's outstanding shares as defined in the Company's bylaws by consent on July 23, 2008. This certificate correctly sets forth the text of the Articles of Incorporation as amended to the date of this certificate.

Executed on this 23rd day of July, 2008.



Michael Anthony, President and Secretary