K29446

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amend
#EUS 2/16/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ProConcept Marketing Group, Inc.

DOCUMENT NUMBER: K29446

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

Please return all correspondence concerning this matter to the following:

Joel Stohlman
(Name of Contact Person)

ProConcept Marketing Group, Inc.
(Firm/ Company)

3276 Burford Drive, Bld 104 suite 320
(Address)

Buford, GA 30519
(City/ State and Zip Code)

For further information concerning this matter, please call:

Joel Stohlman at (678) 596 6872
(Name of Contact Person) (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 10, 2009

JOEL STOHLMAN
3276 BURFORD DRIVE
BLDG 104, SUITE 320
BUFORD, GA 30519

SUBJECT: PROCONCEPT MARKETING GROUP, INC.
Ref. Number: K29446

We have received your document for PROCONCEPT MARKETING GROUP, INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 709A00004692

RECEIVED
2009 FEB 16 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Did not Restate articles
Just amended.

Articles of Amendment
to
Articles of Incorporation
of

ProConcept Marketing Group, Inc.

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

K29446

(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:

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)

____

____

____

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TALLAHASSEE, FLORIDA

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

____

____

____

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)

Title	Name	Address	Type of Action
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

E. **If amending or adding additional Articles, enter change(s) here:**
(attach additional sheets, if necessary). (Be specific)

*See Attached

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)

*See Attached

AMENDMENT
PROCONCEPT MARKETING GROUP, INC

We the undersigned do hereby certify that:

1. The name of the corporation is PROCONCEPT MARKETING GROUP, INC.

2. Article III - regarding the capital stock is hereby amended to add the following first paragraph

" Article IV (a) Each Two Thousand (2000) shares of Common Stock outstanding at 9:00 a.m. on February 23, 2009 shall be deemed to be one (1) share of Common Stock of the Corporation, par value $0.001 per share. There shall be no fractional shares. Odd lots shall be rounded up. The total number of authorized shares shall not be reversed down but shall remain 510,000,000 shares of which 500,000,000 are designated common stock, par value $.0001 and 10,000,000 are designated Preferred stock.

2.1. Authorized Capital

The total number of shares that this corporation is authorized to issue is 520,000,000, consisting of 500,000,000 shares of Common Stock having a par value of $0.0001 per share and 10,000,000 shares of Class B Common Stock having a par value of $.01 per share and 10,000,000 Preferred Stock having a par value of $ .01 per share. The Common Stock is subject to the rights and preferences of the Preferred Stock as well as the Class B common Stock as set forth below..

2.2.1 Class B Common Stock

The Class B Common Stock shall have no voting rights and shall not be entitled to elect Directors on any other matter that may be submitted to a vote of shareholders. Holders of Class B Common Stock shall be entitled to receive a dividend of $.25 per share., before any monetary dividend may be paid, from time to time, to holders of Common Stock. In addition, holders of Class B Common stock shall share, pro-rata, in any monetary dividend paid to the Holders of Common Stock. Non-monetary dividends (i.e shares of stock, warrants, rights) to be issued to holders of Common stock shall be deemed to include holders of Class B Common Shares, however, in calculating non-monetary dividends to be issued to holders of Class B Common Shares, each 10 shares of Class B Common Stock shall be deemed to equal one share of Common Stock.

2.3. Issuance of Preferred Stock by Class and in Series

The Preferred Stock may be issued from time to time in one or more classes and one or more series within such classes in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend the designation, preferences, limitations and relative rights of the shares (including, without limitation, such matters as dividends, redemption, liquidation, conversion and voting) of any class or series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any class or series, the Board of Directors shall further have the authority, after the issuance of shares of a class or series whose number it has designated, to amend the resolution establishing such class or series to decrease the number of shares of that but not below the number of shares of such class or series then outstanding.

3. The Cusip has been changed from 742717 101 to 742717 200

4. This amendment to the Articles of Incorporation has been duly adopted in accordance with the Florida Business Corporation Act.

5. The number of shares of the Corporation outstanding and total voting rights of shares entitled to vote on an amendment to the Articles of Incorporation is 100% and that said amendment has been consented to and approved by a majority vote of the stockholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

6. The number of votes for such amendments was (100 %).

7. The effective date of this Amendment is February 23, 2009.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer as of this 13th day of February 2009.

PROCONCEPT MARKETING GROUP, INC

By: Joel Stohlman

Joel Stohlman, President

The date of each amendment(s) adoption: 2/3/09

Effective date if applicable: 2/23/09
(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 2/3/09

Signature [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)

Joel Stohlman
(Typed or printed name of person signing)

President / CEO / Director
(Title of person signing)