

m77195

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

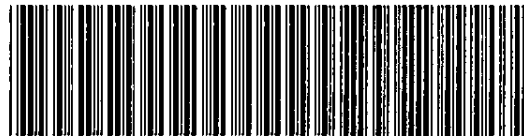
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800193329178

02/08/11--01005--002 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB - 8 PM 12:31

Amend
@ 2/9/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WINNER INTERNTIONAL INC.

DOCUMENT NUMBER: M 99195

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

Please return all correspondence concerning this matter to the following:

JACK V. CAMPBELL

Name of Contact Person

WINNER INTERNATIONAL INC.

Firm/ Company

32 WEST STATE STREET

Address

SHARON, PA 16146

City/ State and Zip Code

jackc@winner-intl.com

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

For further information concerning this matter, please call:

Jack V. Campbell

Name of Contact Person

at (724)

983-4081

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

**SEVENTH ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
WINNER INTERNATIONAL, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned President of Winner International, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida and bearing Document Number M99195, does hereby certify:

FIRST: Pursuant to a Written Consent of the Board of Directors and a Majority vote of the Shareholders of said Corporation at a special meeting held on January 28, 2011, the Corporation has duly approved and authorized the following additions and amendments to the Corporation's Articles of Incorporation:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted with the following:

**"ARTICLE IV
AUTHORIZED SHARES**

"The aggregate number of shares that the Corporation shall have authority to issue shall be 14,000 shares of Common Stock, of which Four Thousand (4,000) shall be designated as Class B Common Stock, \$10.00 par value, with ten (10) votes per share (the "Class B Common") and Ten Thousand (10,000) shares shall be designated as Class A Common Stock, \$10.00 par value, with one vote per share (the "Class A Common"). Effective upon the filing in the Office of the Secretary of State of the State of Florida of the Articles of Amendment reflecting the foregoing authorized shares (the "Effective Date"), each 100,000 shares of the Corporation's Class B Common Stock (whether outstanding or held as treasury stock), par value \$.0001 per share (the "Old Class B Common Stock") and Class A Common Stock (whether outstanding or held as treasury stock), par value \$.0001 per share (the "Old Class A Common Stock"), shall thereupon be combined into and reclassified as one share of Class B Common or one share of Class A Common. Each certificate that theretofore represented shares of Old Class B Common or Old Class A Common shall automatically, without further action on the part of the Corporation or any holder of Old Class B Common or Old Class A Common, thereupon represent the number of shares of Class B Common Stock or Class A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 FEB -8 PM 12:31

Common Stock into which the shares of Old Class B Common or Old Class A Common represented by such certificate shall be combined. The Corporation shall not issue fractional shares on behalf of those record holders of Old Class B or Old Class A Common at the close of business on the Effective Date who would otherwise be entitled to a fractional share. Without limiting the foregoing, (i) if any certificate for shares of Old Class B Common is not surrendered after the Effective Date in exchange for Certificates representing Class B Common, the holder of such certificate for Old Class B Common shall be entitled to ten (10) votes for each 100,000 shares of Old Class B Common represented originally by such certificate and shall be entitled to the dividend, liquidation and other rights attributable to shares of Class B Common to which the holder would be entitled upon surrender of the certificate for Old Class B Common; and (ii) if any certificate for shares of Old Class A Common is not surrendered after the Effective Date in exchange for Certificates representing Class A Common, the holder of such certificate for Class A Common shall be entitled to one vote for each 100,000 shares of Old Class A Common represented originally by such certificate and shall be entitled to the dividend, liquidation and other rights attributable to shares of Class A Common to which the holder would be entitled upon surrender of the certificate for Old Class A Common."

The following Article IX shall be added to the Corporation's Articles of Incorporation:

**"ARTICLE IX
CONTROL SHARE ACQUISITIONS**

Upon authorization of the Board of Directors, the Corporation may issue or distribute its own shares pro-rata to its shareholders or the shareholders of one or more classes or series, if the relative rights of the holders of any class or series are not adversely affected by that action, to effectuate stock dividends or splits, and any such transactions shall not require payment of consideration.

SECOND: In accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted pursuant to a Written Consent of the Board of Directors and Majority of the Shareholders of the Corporation, at a special meeting held on January 28, 2011. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation,
has executed these Articles of Amendment as of the 31st day of January, 2011.

WINNER INTERNATIONAL INC.



Gerald J. Trontel, President