

To: The Florida Dept. of State
Subject: 001448.73913

From: Ashley Smith

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M91123

Florida Department of State
Division of Corporations
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001448.73913

FOR AMND/RESTATE/CORRECT OR O/D RESIGN

ALMA INTERNATIONAL, INC.

Certificate of Status	0
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Amend/cc @ 9.4.07

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALMA INTERNATIONAL, INC.
Document Number: M91123**

On August 27, 2007, the Board of Directors of Alma International, Inc. passed a resolution that Article Third of the Articles of Incorporation be amended. On August 27, 2007, a majority of the Shareholders adopted the recommendation of the Company's Board of Directors by consent and approved this Amendment to the Articles of Incorporation of Alma International, Inc. The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006.

FIRST: Article Third is amended by deleting Article Third in its entirety and replacing it with the following:

The aggregate number of shares of stock that the corporation is authorized to issue is five hundred million (500,000,000) shares, four hundred eighty million (480,000,000) shares of common stock, par value \$0.00001, and twenty million (20,000,000) shares of preferred stock, par value \$0.00001, which shares may be issued from time to time without action by the shareholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holders of such shares shall not be liable for any further payments thereon.

The preferred stock may be issued in series from time to time with such designations, preferences, and relative participating, optional, or other rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in a resolution providing for the issuance of such class, classes, or series adopted by the Board of Directors, pursuant to the authority hereby given as provided by statute.

The holders of the Class A Preferred Stock previously issued and outstanding, have the right to convert the Class A Preferred Stock into shares of Common Stock at the rate of five (5) shares of Common Stock for each share of Class A Preferred Stock.

SECOND: The date of adoption of this amendment by the shareholders of this corporation is: August 27, 2007 and shall become effective August 27, 2007 with the Secretary of State of Florida.

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THIRD: These amendments to the Articles of Incorporation of the Corporation have been duly adopted in accordance with the provisions of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act which constituted a sufficient number of shares to approve the amendment to the Article of Incorporation.

IN WITNESS WHEREOF the undersigned, the President of the Corporation, has executed this Amendment to the Articles of Incorporation this 27th day of August, 2007.

A handwritten signature in black ink, appearing to read "James Ditanna", is written over a horizontal line.

James Ditanna, as Chairman, President,
Secretary and Sole Director

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**ALMA INTERNATIONAL, INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

August 27, 2007

THE UNDERSIGNED, being the holders of 66,430,504 shares of common stock of Alma International, Inc., a Florida Corporation, constituting 66.2609% of the outstanding shares of voting stock of the Corporation hereby adopts the following resolutions by written consent Pursuant to section 607.0123, Florida Statutes, as if duly adopted at a duly called and noticed meeting:

FIRST: That at a meeting called pursuant to provisions of Florida Law, as amended, which provides that any action required to be taken at a meeting of the Board of Directors of a Florida corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors of the corporation, resolutions were duly adopted setting forth a proposed restatement of the Certificate of Incorporation of said corporation, declaring said restatement to be advisable. The resolution setting forth the proposed amendment is as follows:

1. Articles of Amendment to the Articles of Incorporation for Alma International, Inc. were approved unanimously by the Board of Directors of the Corporation effective as of August 27, 2007.

RESOLVED, that the Articles of Amendment to the Articles of Incorporation attached hereto is hereby approved and passed in its entirety such that the matters set forth therein do hereby constitute the consent of the majority shareholders;

ONE: Amendment to Article Third of the Articles of Incorporation as attached hereto.

IN WITNESS WHEREOF, the undersigned have executed this Majority Consent as of this 27th day of August, 2007.

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**ALMA INTERNATIONAL, INC.
ACTION OF THE STOCKHOLDERS
BY
WRITTEN CONSENT**

August 27, 2007

STOCKHOLDERS:

Name and Signature:

Number of Shares Held



66,430,504

JAMES DITANNA

Wall Street Equity Options and Futures Corp.

Total 66,430,504 (66.2609%)

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**WRITTEN CONSENT OF DIRECTORS
OF
ALMA INTERNATIONAL, INC.**

Alma International, Inc., a corporation duly organized and existing under and by virtue of Florida Law does hereby certify the following Amendments Pursuant to section 607.0123, Florida Statutes:

FIRST: That at a meeting called pursuant to provisions of Florida law, as amended, which provides that any action required to be taken at a meeting of the Board of Directors of a Florida corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors of the corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

delete Article Third in its entirety and replace it with the attached amendment.

1. Of the 100,255,890 shares outstanding, 66,430,504 of the outstanding shares of the Corporation's Common Stock voted in favor of the amendment to the Certificate of Incorporation set forth below.

RESOLVED, that the Amended Articles of Incorporation attached hereto is hereby approved and passed in its entirety such that the matters set forth therein do hereby constitute the actions of this Board;

A: Amend the Articles of Incorporation as per the attached hereto.

SECOND: That said amendment was submitted to the stockholders owning a majority of the outstanding shares of the Corporation for their consideration and approval.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 27th day of August, 2007.


James Ditanna, as Chairman, President,
Secretary and Sole Director

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