

P000000/5358

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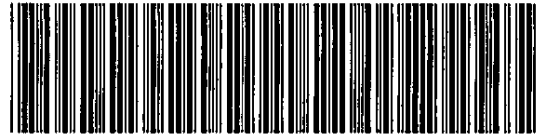
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
SL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PLATINUM KEY INC

DOCUMENT NUMBER: P00000015358

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

Please return all correspondence concerning this matter to the following:

LINDA

(Name of Contact Person)

Platinum Key Inc

(Firm/ Company)

99 George King Blvd.

(Address)

Cape Canaveral, FL ³²⁹²⁰~~32869~~

(City/ State and Zip Code)

For further information concerning this matter, please call:

LINDA

(Name of Contact Person)

at (321) 799 2801

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

PLATINUM KEY INC

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

FILED

07 JUL -3 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P00000015358

(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)**

Article 5 - Section 5.1 of the Amended and Restated Articles filed December 7, 2006

New Section 5.1 (b) as follows:

5.1 (b) The Corporation shall be authorized to issue Class A series Preferred
with a Par Value of \$.001 per the attached Certificate of Designation

(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: June 15, 2007

Effective date if applicable: July 5, 2007

(no more than 90 days after amendment file date)

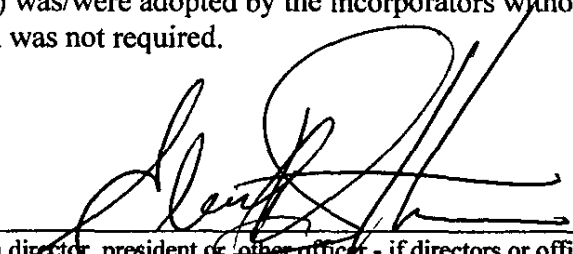
Adoption of Amendment(s) (CHECK ONE)

- ☐ 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)

EDWARD M. SEBASTIAN

(Typed or printed name of person signing)

PRESIDENT and CEO

(Title of person signing)

FILING FEE: \$35

CERTIFICATE OF DESIGNATION, NUMBER, POWERS
PREFERENCES AND RELATIVE, PARTICIPATING
OPTIONAL, AND OTHER SPECIAL RIGHTS AND THE
QUALIFICATIONS, LIMITATIONS, RESTRICTIONS, AND
OTHER DISTINGUISHING CHARACTERISTICS OF
SERIES A PREFERRED STOCK
OF
PLATINUM KEY INC.

The below-signed officers, directors and shareholders of Platinum Key Inc. herein certify as follows:

1. The name of the corporation (hereinafter called the "Corporation") is **PLATINUM KEY INC.**

2. The Amended and Restated Articles of Corporation duly adopted and filed with the Florida Secretary of State on December 7, 2006 and a Board of Directors resolution duly adopted on June 15, 2007 authorizes issuance of 10,000,000 shares of Preferred Stock Series A with a Par Value of \$.001 and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any or all of said shares and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences and relative participating, optional, and other special rights and the qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued.

3. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it as aforesaid, has adopted the following resolutions creating a Series A issue of Preferred Stock:

RESOLVED, that ten million (10,000,000) shares of the Preferred Stock (with a stated Par Value of \$.001) are authorized to be issued by this Corporation pursuant to its Amended and Restated Articles of Incorporation and Board Resolution and that there be and hereby is authorized and created a series of preferred stock, hereby designated as the Series A Preferred Stock, which shall have the voting powers, designations, preferences and relative participating, optional or other rights, if any, or the qualifications, limitations, or restrictions, set forth in such certificate of incorporation and in addition thereto, those following:

- (a) DESIGNATION. The Preferred Stock subject hereof shall be designated Series A Preferred Stock ("Series A Preferred"). No other shares of Preferred Stock shall be designated as Series A Preferred stock.
- (b) DIVIDENDS. The holders of the shares of Series A Preferred shall not be entitled to receive dividends.

- (c) **CONVERSION.** The Series A Preferred shall, at the option of the holder thereof, at any time and from time to time, be convertible into that number of fully paid and non-assessable shares of the Common Stock of the Corporation, in an amount of Ten (10) common shares for each One (1) share of Series A Preferred Stock being converted. The conversion right of the holders of Series A Preferred Stock shall be exercised by the surrender of the certificates representing shares to be converted to the Corporation or its Transfer Agent for the Series A Preferred, accompanied by written notice electing conversion. Immediately prior to the close of business on the date the Corporation receives written notice of conversion, each converting holder of Series A Preferred shall be deemed to be the holder of record of Common Stock issuable upon conversion of such holder's Series A Preferred notwithstanding that the share register of the Corporation shall then be closed or that certificates representing such common stock shall not then be actually delivered to such person.
- (d) **ADJUSTMENTS FOR RECLASSIFICATION AND REORGANIZATION.** If the Common Stock issuable upon conversion of the Series A Preferred shall be changed into the same or different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise, the conversion rate shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series A Preferred shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred immediately before that change.
- (e) **REORGANIZATIONS, MERGERS, CONSOLIDATIONS OR SALES OF ASSETS.** If at any time or from time to time after the date of this Certificate, there is a capital reorganization of the common stock (reverse split, forward split, etc.), as a part of such capital reorganization, provision shall be made so that the holders of the Series A Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred the same number of shares of common stock to which that holder would have been entitled prior to such capital reorganization. In essence, the number of Series A Preferred Stock authorized, issued and outstanding, and the number of shares of common stock into which

such Series A Preferred is convertible, shall not be affected by any such capital reorganization.

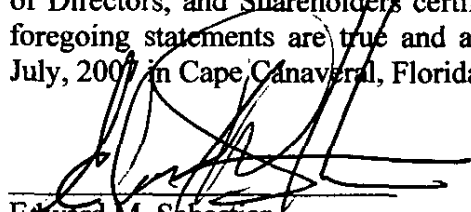
- (f) **NO IMPAIRMENT.** The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out all the provisions of this Certificate and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred against impairment.
- (g) **RESERVATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred; and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval, if any be required, of any necessary amendment to this Certificate.
- (h) **REGISTRATION OF STOCK ISSUABLE UPON CONVERSION.** The Corporation shall cause to be registered with the Securities and Exchange Commission all shares of common stock into which the Series A Preferred are convertible so that the Series A Preferred holders shall, at the time of conversion, receive registered, free-trading shares of common stock. The Corporation shall bear all expense necessary with registering such shares of common stock and shall cause such registration to be in effect before the eligible conversion date hereinabove stated.
- (i) **LIQUIDATION RIGHTS.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the Series A Preferred shall automatically be converted into common stock at the conversion rate hereinabove stated.

- (j) **INVOLUNTARY LIQUIDATION.** In the event of involuntary liquidation, the shares of this Series shall be entitled to the same amounts as in the event of voluntary liquidation.
- (k) **OTHER RESTRICTIONS.** There shall be no conditions or restrictions upon the creation of indebtedness of the Corporation, or any subsidiary or upon the creation of any other series of preferred stock with any other preferences.
- (l) **VOTING.** (i) The holder of shares of Series A Preferred shall not be entitled to vote such shares (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class), but shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation.
- (ii) In lieu of voting rights set forth in (l)(i) above, the holders of Series A Preferred, voting together as a class, shall be entitled to elect two (2) of the Board of Directors at each meeting. In case of any vacancy of an office in the office of a director occurring among the directors elected by the holders of the Series A Preferred, the remaining director so elected by the holders of the Series A Preferred may elect a successor to hold the office for the unexpired term of the director whose place shall be vacant. Any director who shall have been elected by the holders of the Series A Preferred or any director so elected as provided in the preceding sentence hereof, may be removed during the aforesaid term of office, whether with or without cause, only by the affirmative vote of the holders of a majority of the Series A Preferred.
- (s) **STATED VALUE.** The shares of Series A Preferred shall have a stated value of \$.001 per share.
- (t) **OTHER PREFERENCES.** The shares of the Series A Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the certificate of incorporation of the Corporation.


FURTHER RESOLVED, that the statements contained in the foregoing resolution creating and designating the said Series A Preferred Stock and fixing the number, powers, preferences and relative, optional, participating, and other special rights and the qualifications, limitations, restrictions, and other distinguishing characteristics thereof shall, upon the effective date of said Series,

be deemed to be included in and be a part of the certificate or incorporation of the Corporation.

The undersigned, representing the unanimous written consent of the Board of Directors, and Shareholders certify, under penalty of perjury, that the foregoing statements are true and accurate. So attested this ____ day of July, 2007 in Cape Canaveral, Florida:



Edward M. Sebastian
50% shareholder
President and Director



Daniel J. DelSonno
50% shareholder and
Chief Operating Officer and Director