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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILE MARKER INTERNATIONAL, INC.
(Document No. P00000017193)

Pursuant to the provisions of Section 607.1006, Florida Statutes, Mile Marker International, Inc., a Florida corporation (hereinafter called the "Corporation"), does hereby adopt the following Articles of Amendment to Articles of Incorporation of the Corporation as approved by the Board of Directors and Shareholders of the Corporation:

ARTICLE I

ARTICLE FIVE of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE FIVE: CAPITAL STOCK"

A. Classes of Stock. The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock authorized to be issued is One Hundred Million Six Hundred Thousand (100,600,000) shares. One Hundred Million (100,000,000) shares shall be designated as Common Stock, par value \$.001 per share, and Six Hundred Thousand (600,000) shares shall be designated as Preferred Stock, par value \$.001 per share. All shares of Preferred Stock shall be designated as "Series A Preferred Stock" (the "Series A Preferred Stock").

B. Rights, Preferences and Restrictions of Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article V (B).

1. Dividend Provisions.

(a) The holders of the Series A Preferred Stock shall be entitled to receive out of assets of this Corporation legally available therefore a cash dividend equal to ten percent (10%) of the Original Issue Price, as hereinafter defined, payable quarterly in arrears on the first calendar days of March, June, September and December, such payments to commence three (3) years following issuance of the Series A Preferred Stock for which dividend payments are due.

(b) Any dividend or distribution which is declared by the Corporation and payable with assets of the Corporation other than cash shall be governed by the provisions of subsection 2(d)(i) of this Article V.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, each holder of Series A Preferred Stock shall be

entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock and any other securities of the corporation ranking by their terms junior to the Series A Preferred Stock ("Junior Securities") by reason of their ownership thereof, an amount per share (the "Liquidation Amount") equal to the sum of (i) \$1.00 (the "Original Issue Price" or "Par Value") (as adjusted to reflect stock dividends, stock splits, combinations, recapitalizations or the like with respect to the Series A Preferred Stock after the date upon which shares of Series A Preferred Stock were first or subsequently issued (the "Series A Issue Date")) for each outstanding share of Series A Preferred Stock held by such holder plus (ii) any declared but unpaid dividends, if any, with respect to such share. Each share of Series A Preferred Stock is redeemable at the option of the Company, subject to approval by the Board of Directors, in whole or part, at any time, for the Liquidation Amount and any unpaid dividends thereon.

(b) If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the amount of such stock owned by each such holder.

(c) After the distribution described in subsection 2(a) above has been paid, the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held.

(d) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, (A) the acquisition of 50% or more of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation); or (B) a sale of all or substantially all of the assets of the Corporation; unless, in either the case of (A) or (B), the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least sixty-seven percent (67%) of the voting power of the surviving or acquiring entity.

(i) In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value. Any securities to be delivered to the holders of the Series A Preferred Stock or Common Stock, as the case may be, shall be valued as follows:

(A) If traded on a securities exchange or through the Nasdaq National Market or SmallCap Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty-day period ending three (3) days prior to the closing;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty-day period ending three (3) days prior to the closing; and

(C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(ii) The Corporation shall give each holder of record of Series A Preferred Stock written notice of any impending transaction covered by this Section 2(d) not later than ten (10) days prior to the stockholders' meeting called to approve such transaction, or fifteen (15) days prior to the closing of such transaction, whichever is earlier. The notice shall describe the material terms and conditions of the impending transaction, and the Corporation shall thereafter give such holders prompt notice of any material changes. Such notice period may be shortened upon the Corporation's receipt of written consent of the holders of at least a majority of the Series A Preferred Stock then outstanding.

3. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and non-assessable shares of Common Stock as is determined by dividing the Original Issue Price by the Conversion Price in effect on the date the certificate is surrendered for conversion. The "Conversion Price" per share for any issuance of Series A Preferred Stock shall be determined that the Common shares issued upon conversion for every \$100,000 Par Value of Preferred will be a fraction of the following: (a) the numerator shall be \$100,000, and (b) the denominator shall be the number of common shares outstanding at issuance multiplied by 3.25%, (for example, in an issuance of \$200,000 Par Value of Series A Preferred, with 10.811 million Common shares of the Company outstanding at time of issuance, the initial Conversion Price would be \$0.285) ; provided, however, that such Conversion Price shall be subject to adjustment as set forth below.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to subsection 3(a) above, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and in the case of subsection 3(a) above shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued; provided, that any failure by a holder to comply with these provisions shall not have any effect on the automatic conversion of such holder's shares. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act, the conversion may be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled

to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities.

(c) Conversion Price Adjustments. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) In the event the Corporation should at any time or from time to time after the Series A Issue Date fix a record date for the effectuation of a split or a subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents") without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time after a Series A Issue Date is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the Conversion Price shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(d) Other Distributions. In the event the Corporation shall declare a dividend or distribution payable in securities of other persons, evidences of indebtedness issued by the Corporation or other persons, assets (excluding cash dividends) or Common Stock Equivalents, then, in each such case, the holders of the Series A Preferred Stock shall be entitled to a proportionate share of any such distribution as though they were the holders of the number of shares of Common Stock of the Corporation into which their shares of Series A Preferred Stock are convertible as of the record date fixed for the determination of the holders of Common Stock of the Corporation entitled to receive such dividend or distribution.

(e) Recapitalizations. If at any time or from time to time after any Series A Issue Date, there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere in this Section 3 or in Section 2 above) provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of their shares of Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or otherwise, to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 3 with respect to the rights of the holders of the Series A Preferred Stock

after the recapitalization to the end that the provisions of this Section 3 (including adjustment of the Conversion Price then in effect and the number of shares issuable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(f) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation, as amended and restated hereby, or through any reorganization, recapitalization, 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 of all the provisions of this Section 3 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 Stock against impairment.

(g) No Fractional Shares and Certificate as to Adjustments.

(i) No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share with one-half being rounded upward. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock which the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(ii) Upon the occurrence of each adjustment or readjustment of the Conversion Price of the Series A Preferred Stock pursuant to this Section 3, the Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the Conversion Price at the time in effect, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock.

(h) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the Corporation shall mail to each holder of Series A Preferred Stock, at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(i) 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 Series A Preferred Stock, 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 Series A Preferred Stock; 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 Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, 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 purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to its Certificate of Incorporation, as amended and restated hereby.

(j) Notices. Any notice required by the provisions of Section 2 hereof or this Section 3 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

4. Series A Preferred Stock Non-Voting. Shares of Series A Preferred Stock are non-voting and are not permitted to vote on matters requiring shareholders' Vote, other than following their conversion into Common Stock of the Company, or unless otherwise required by Florida law.

5. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as permitted by law) of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, voting or acting, as the case may be, as a single class:

(a) increase the total number of authorized shares of Preferred Stock or Series A Preferred Stock;

(b) materially alter or amend the rights, preferences, or privileges of the Series A Preferred Stock;

(c) authorize or create any new class or series of shares having rights, preferences, or privileges as to voting, dividends, or distribution of assets upon liquidation, merger, or otherwise that are senior to or on a parity with the Series A Preferred Stock;

(d) approves of the purchase, redemption, or other acquisition of any Common Stock of the Corporation, other than repurchases pursuant to stock restriction agreements approved by the Board of Directors that grant to the Corporation a right of repurchase upon termination of the service or employment of a consultant, director, or employee;

(e) results in the transfer of material assets of the Corporation to any person other than a wholly-owned subsidiary of the Corporation;

(f) approves the liquidation of the Corporation;

(g) amend or repeal the Corporation's Articles of Incorporation or Bylaws in any manner that is materially detrimental to the holders of the Series A Preferred Stock.;

Notwithstanding the foregoing, the rights of the holders of the Series A Preferred described in this Section 5 will terminate immediately prior to a merger or sale of substantially all the Corporation's assets.

6. Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 3 above, the Preferred shares so converted shall be cancelled and shall not thereafter be issuable by the Corporation.

C. Common Stock.

1. Dividend Rights. Subject to the provisions of Section 1 of Division (B) of this Article V, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Division (B) of this Article V hereof.

3. Redemption. The Common Stock is not redeemable.

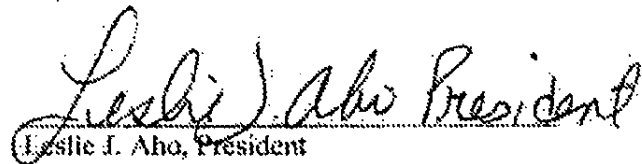
4. Voting Rights. Each holder of Common Stock shall be entitled to one (1) vote for each share of Common Stock held.

D. Cumulative Voting. Cumulative voting for the election of directors is expressly denied and prohibited with respect to all classes of stock."

ARTICLE II.

The amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: August 2, 2011


Leslie J. Aho, President