

P000000 25048

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10 MAY -6 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amor
5/11/10
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AquaFiber Technologies Corporation

DOCUMENT NUMBER: P00000025048

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

Please return all correspondence concerning this matter to the following:

Rebecca T. Burnett
Name of Contact Person

AquaFiber Technologies Corporation
Firm/ Company

4750 - New Broad Street, Suite 125
Address

Orlando, FL 32814
City/ State and Zip Code

berna.taylor@aquafiber.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rebecca T. Burnett at (407) 898-2782
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

Articles of Amendment
to
Articles of Incorporation
of

AquaFiber Technologies Corporation

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

P00000025048

(Document Number of Corporation (if known))

APPROVED
AND
FILED
10 MAY -11 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**)

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

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)

Please see attached document

with stated amendment.

The date of each amendment(s) adoption: May 14, 2009
(date of adoption is required)

Effective date if applicable: _____
(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 April 23, 2010

Signature Rebecca T. Burnett

(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)

Rebecca T. Burnett
(Typed or printed name of person signing)

Corporate Administrator / Treasurer
(Title of person signing)

AquaFiber Technologies Corporation

4750 New Broad Street, Suite 125
Orlando, FL 32814
(407) 898-2782 {voice} or (407) 898-3782 {fax}
www.aquafiber.com

April 23, 2010

Florida Department of State
Division of Corporation
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Articles of Amendment to Articles of Incorporation of **AquaFiber Technologies Corporation**

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:

The Corporation's current Articles of Incorporation state in Article V – Capital Stock, that the Corporation has authority to issue 60,000,000 shares. The maximum aggregate number of Common Stock available for issuance is 30,000,000 shares and the maximum aggregate number of Preferred Stock available for issuance is 30,000,000 shares (28,000,000 Series A Convertible Preferred Stock and 2,000,000 “blank check” Preferred Stock). As of May 14, 2009, the Corporation has adopted new maximum aggregate amounts and proposes to amend the current Articles of Incorporation. The amendment would be such that the maximum aggregate number of Common Shares available for issuance is 22,000,000 and the maximum aggregate number of Series A Convertible Preferred Shares available for issuance is 38,000,000.

Upon the conversion of stock, the Corporation's maximum aggregate number of Common Shares available for issuance would be 0 and the maximum aggregate number of Preferred Shares available for issuance would be 60,000,000.

Therefore, please show an amendment to our current Articles of Incorporation that states the maximum aggregate number of Common Shares available for issuance is 22,000,000 and the maximum aggregate number of Series A Convertible Preferred Shares available for issuance is 38,000,000.

Thank you,

AquaFiber Technologies Corporation