

P00000105275

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2007 OCT 30 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

TB

10-31-07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Northern Capital Inc.

**DOCUMENT NUMBER:** P00000105275

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

Please return all correspondence concerning this matter to the following:

Maria DiGiorgio

(Name of Contact Person)

Northern Capital Inc.

(Firm/ Company)

7200 Corporate Center Drive, Ste. 505

(Address)

Miami, Florida 33126

(City/ State and Zip Code)

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
(Name of Contact Person) (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

Northern Capital, Inc.

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

FILED  
2007 OCT 30 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P00000105275

(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)**

Please reference Articles of Amendment to Articles of Incorporation attached hereto.

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(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)

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(continued)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NORTHERN CAPITAL, INC.**

The Corporation hereby adopts these Articles of Amendment, which amend the Articles of Incorporation (the "Articles") filed on November 8, 2000, along with the amendments thereto that are effect to date, and that are hereby made. All such amendments are in conformity with the Florida law.

Pursuant to Section 607.1006, Florida Statutes, This Corporation adopts the following amendment to its "Articles":

Article III of the Articles of Incorporation, which reads:

**ARTICLE III  
CAPITAL STOCK**

**Classes of Shares**

3.01. The Corporation may issue two classes of shares, designated as (I) Common Shares and (II) Preferred Shares. The Corporation may issue a total of SEVENTEEN MILLION FIVE HUNDRED THOUSAND (17,500,000) shares. The authorized number of Common Shares is NINE MILLION FIVE HUNDRED THOUSAND (9,500,000) shares, and the par value of each Common Share is ONE-TENTH of ONE CENT (\$0.001). The authorized number of Preferred Shares is EIGHT MILLION (8,000,000) shares and the par value of each Preferred Share is ONE-TENTH of ONE CENT (\$0.001). All shares must be issued as fully paid, nonassessable shares.

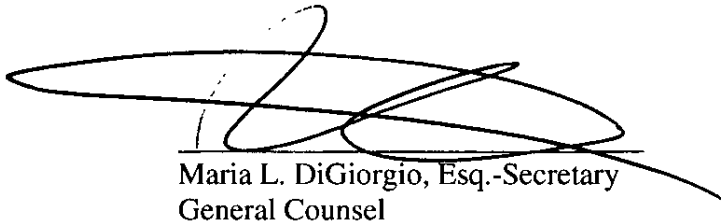
Is amended to read:

**ARTICLE III  
CAPITAL STOCK**

**Classes of Shares**

3.01. The Corporation may issue two classes of shares, designated as (I) Common Shares and (II) Preferred Shares. The total amount of capital stock authorized shall be TWENTY SEVEN MILLION (27,000,000) shares. The authorized number of Common Shares is TEN MILLION (10,000,000) having a par value of ONE-TENTH of ONE CENT (\$0.001). There are three classes of Preferred Shares. The authorized number of Class A Preferred shares is EIGHT MILLION (8,000,000) having a par value of One Dollar (\$1.00) per share, all shares must be issued as fully paid, nonassessable shares. The authorized number of Class A-1 Preferred Shares is FIVE MILLION (5,000,000) having a par value of Two Dollars (\$2.00), all shares must be issued as fully paid, nonassessable shares. The authorized number of Class B Preferred Shares is FOUR MILLION (4,000,000) having a par value of \$2.50 per share,

**IN WITNESS WHEREOF**, the Corporation has caused the secretary to execute these Articles of Amendment this 17<sup>th</sup> day of December, 2006.



Maria L. DiGiorgio, Esq.-Secretary  
General Counsel

The date of each amendment(s) adoption: December 11, 2006

Effective date if applicable: \_\_\_\_\_  
(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.

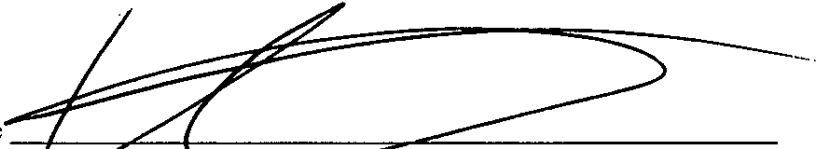
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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)

Maria DiGiorgio, Esq.

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**FILING FEE: \$35**