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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

DELIVERY TECHNOLOGY SOLUTIONS, INC.

(Under Section 607.1006 of the Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Delivery Technology Solutions, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P01000000989, hereby amends its Articles of Incorporation as follows:

Article IV of the Corporation's Articles of Incorporation be and the same hereby is replaced, in its entirety, by the following:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 6,050,000,000 shares consisting of (a) 6,000,000,000 shares of Common Stock, par value \$.001 per share and (b) 50,000,000 shares of Preferred Stock, par value \$.001 per share.

Classes and series of the undesignated Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors or Shareholders.

**Designation Of Series A
Convertible Preferred Stock**

1. Creation of Series A Convertible Preferred Stock. There is hereby created a series of preferred stock consisting of 10,000,000 shares and designated as Series A Convertible Preferred Stock, par value \$.001 per share, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. No dividends shall be paid with respect to the shares of Series A Convertible Preferred Stock.

3. Redemption Provisions. Shares of Series A Convertible Preferred Stock are not redeemable.

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4. **Liquidation Provisions.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series A Convertible Preferred Stock shall be entitled to receive an amount equal to \$0.01 per share. After the preferential liquidation amount has been paid to, or determined and set apart for the Series A Convertible Preferred Stock and all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of the common stock. In the event the assets of the corporation available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount required to be paid to the Corporation's Series A Convertible Preferred Stock, the entire amount of the assets of the Corporation available for distribution to shareholders shall be paid up to their respective full liquidation amounts first to the Series A Convertible Preferred Stock, and then to any other series of Preferred Stock hereafter authorized and issued, all of which amounts shall be distributed ratably among holders of each such series of Preferred Stock, and the common stock shall receive nothing. A reorganization or any other consolidation or merger of the Corporation with or into any other corporation, or any other sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4, and the Series A Convertible Preferred Stock shall be entitled only to (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Florida Business Corporation Act and (iii) the rights contained in other Sections hereof.

5. **Conversion Provisions.** Each share of Series A Convertible Preferred Stock may be converted into 100 shares of Common Stock; provided however, that conversion of Series A Convertible Preferred Stock into Common Stock shall, in each instance, require approval from holders of at least a majority of the then outstanding shares of Series A Convertible Preferred Stock.

6. **Voting Provisions.** Except as otherwise expressly provided or required by law, each share of Series A Convertible Preferred Stock shall be entitled to vote as a group with holders of Common Stock and shall receive 100 votes per share on each matter submitted to holders of Common stock of the Corporation.

Designation Of Series AA Convertible Preferred Stock

A. **Designation.** There is hereby designated a series of Preferred Stock denominated as "Series AA Convertible Preferred Stock," consisting of 25,000,000 shares, \$.001 par value per share, having the powers, preferences, rights and limitations set forth below.

B. **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series AA Convertible Preferred Stock shall be entitled to receive an amount equal to \$0.01 per share. After the preferential liquidation amount has been paid to, or determined and set apart for the Series AA Convertible Preferred Stock and all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to shareholders shall be

distributed ratably to the holders of the common stock,. In the event the assets of the corporation available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount required to be paid to the Corporation's Series AA Convertible Preferred Stock, the entire amount of the assets of the Corporation available for distribution to shareholders shall be paid up to their respective full liquidation amounts first to the Series AA Convertible Preferred Stock, and then to any other series of Preferred Stock hereafter authorized and issued, all of which amounts shall be distributed ratably among holders of each such series of Preferred Stock, and the common stock shall receive nothing. Neither a consolidation, merger or other business combination of the Corporation with or into another corporation or other entity, nor a sale or transfer of all or part of the Corporation's assets for cash, securities or other property will be considered a liquidation, dissolution or winding upon the Corporation.

C. Conversion. The holders of the Series AA Convertible Preferred Stock shall have the right to convert their Series AA Convertible Preferred Stock into Common Stock at the rate of 1,000 shares of Common Stock for each share of Series AA Convertible Preferred Stock outstanding; provided, however, that conversion of the Series AA Convertible Preferred Stock into Common Stock, shall, in each instance, require approval from holders of at least a majority of the ten outstanding shares of Series AA Convertible Preferred Stock (including, for this purpose, the shares of Series AA Convertible Preferred Stock owned by the holder requesting conversion). Such conversion right may be exercised in whole or in part, at any time during which the Series AA Convertible Preferred Stock is outstanding. Any holder of Series AA Convertible Preferred Stock desiring to convert its Series AA Convertible Preferred Stock shall provide a written notice of conversion to the Company specifying the number of shares to be converted, accompanied by (a) surrender of any certificate evidencing the Series AA Convertible Preferred Stock to be converted (along with a duly executed stock power with signature medallion guaranteed and (b) the approval of other holders of Series AA Convertible Preferred Stock to the extent required by the preceding sentence ("Conversion Notice"). Notwithstanding the foregoing, the Series AA Convertible Preferred Stock may not be converted into Common Stock except to the extent that, at the time of conversion, there are a sufficient number of authorized but unissued and unreserved shares of Common Stock available to permit conversion. In the event that, at the time of its receipt of a Conversion Notice, the Company does not have a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit conversion of all outstanding shares of Series AA Convertible Preferred Stock, it shall, within five (5) business days following its receipt of the Conversion Notice, provide written notice of its receipt of the Conversion Notice to all holders of Series AA Convertible Preferred Stock (the "Company Notice"). Each holder of Series AA Convertible Preferred Stock shall then have a period of five (5) business days from the date of the Company Notice in which to provide written notice to the Company of such holder's election to convert its Series AA Convertible Preferred Stock into its pro-rata portion of the authorized but unissued and unreserved Common Stock issuable pursuant to the Conversion Notice. The Company shall issue Common Stock upon conversion of the Series AA Convertible Preferred Stock based upon the Conversion Notice and responses to the Company Notice, if any. The first Conversion Notice received by the Company shall govern the issuance of Common Stock to all holders of Series AA Convertible Preferred Stock and the Company shall not recognize any other Conversion Notice until the issuance of Common Stock based upon the initial Conversion Notice has been completed. Future Conversion Notices shall be governed by the process set forth in this

paragraph. The Company shall use its reasonable best efforts to cause there to be a sufficient number of authorized but unissued and unreserved shares of Common Stock to permit full conversion of the Series AA Convertible Preferred Stock from time to time outstanding.

D. Voting Rights. The holders of the Series AA Convertible Preferred Stock shall have 1,000 votes per share of Series AA Convertible Preferred Stock, and shall be entitled to vote on any and all matters brought to a vote of shareholders of Common Stock, and shall vote as a group with and on the same basis as holders of Common Stock. Holders of Series AA Convertible Preferred Stock shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote. Except as otherwise set forth herein, and except as otherwise required by law, holders of Series AA Convertible Preferred Stock shall have not have class voting rights on any matter.

E. Protective Provisions. So long as shares of Series AA Convertible Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by voting or written consent, as provided by Florida law) of the holders of all of the then outstanding shares of Series AA Convertible Preferred Stock:

- Alter or change the rights, preferences or privileges of the shares of Series AA Convertible Preferred Stock so as to affect adversely the holders of Series AA Convertible Preferred Stock; or
- Do any act or thing not authorized or contemplated by this Amendment which would result in taxation of the holders of shares of the Series AA Convertible Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended).

F. Preferences. Except as provided hereby, nothing contained herein shall be construed to prevent the Board of Directors of the Corporation from issuing one or more series of preferred stock with such preferences as may be determined by the Board of Directors, in its discretion; provided, however, that no such additional series of Preferred Stock shall be senior to the Series AA Convertible Preferred Stock as to payment of the liquidation preference provided for above.

G. Amendments. Subject to Section E above, the designation, number of, and voting powers, designations, preferences, limitations, restrictions and relative rights of the Series AA Convertible Preferred Stock may be amended by a resolution of the Board of Directors and holders of all of the then outstanding shares of Series AA Convertible Preferred Stock. At any time there are no shares of Series AA Convertible Preferred Stock outstanding, the Board of Directors may eliminate the Series AA Convertible Preferred Stock by amendment to these Articles of Amendment. Shares of Series AA Convertible Preferred Stock that are converted into Common Stock, as aforesaid, shall be restored to the status of authorized but undesignated and unissued Preferred Stock.

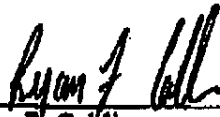
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H. Adjustments. The rate at which Series AA Convertible Preferred Stock may be converted into Common Stock, and the number of votes per share that shall be attributed to the Series AA Convertible Preferred Stock, as provided above, shall be proportionately adjusted to reflect any forward split or reverse split of the Corporation's Common Stock.

The foregoing amendment was approved by the Board of Directors of the Corporation by Unanimous Written Consent in Lieu of Meeting on February 2, 2011. The amendment was approved by the shareholders through voting groups on February 2, 2011. The number of votes cast for the amendment was sufficient for approval by holders of Common Stock and Series A Convertible Preferred Stock voting as a group. The number of votes cast for the amendment was also sufficient for approval by holders of Series A Convertible Preferred Stock as a voting group.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation has executed these Articles of Amendment as of February 2, 2011.

DELIVERY TECHNOLOGY SOLUTIONS, INC.

By: 
Ryan F. Coblin
Chief Executive Officer

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