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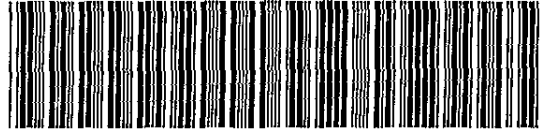
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
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(2)

LAW OFFICES

Richard P. Greene, P.A.

INTERNATIONAL BUILDING

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April 11, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Elite Entertainment International, Inc. (the "Company")

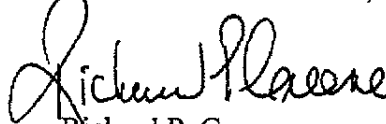
Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Articles. Also enclosed is a check for \$34.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.



Richard P. Greene
For the Firm

RPG/evb

Enclosures

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

ELITE ENTERTAINMENT INTERNATIONAL, INC.

The Articles of Incorporation of the above named corporation (the "Corporation"), filed with the Department of State on the 30th day of July, 2002 and assigned Document Number P02000082326 are hereby amended pursuant to the provisions of Section 607.1006, Florida Statutes, and a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 8 day of April, 2003 as follows:

FIRST: Article 3 is hereby amended to read as follows:

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 8910 Miramar Parkway, Suite 306, Miramar, Florida 33025 and the mailing address is the same.

SECOND: Article 7 is hereby amended to read as follows:

ARTICLE 7 - CORPORATE CAPITALIZATION

The Corporation is authorized to issue **TWENTY MILLION** (20,000,000) shares, 15,000,000 of which are designated "Common Stock", \$.001 par value, and 5,000,000 of which are designated "Preferred Stock", \$.001 par value. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The Board of Directors is also authorized to increase or decrease the number of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

THIRD: The date the amendments were adopted: 8 day of April, 2003

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 10 day of April, 2003.

By: 

Melissa Nadel, Director and President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA