

P02000100610

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies



Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



600130442136

05/30/08--01034--026 **43.75

FILED

2008 MAY 30 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & N/C

TB

6/4/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GOIN' POSTAL INC

DOCUMENT NUMBER: P02000100610

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

Please return all correspondence concerning this matter to the following:

MARCUS PRICE
(Name of Contact Person)

GOIN' POSTAL INC now ZEPHYR BRANDS INC
(Firm/ Company)

4941 4TH ST
(Address)

ZEPHYRHILLS FL 33542
(City/ State and Zip Code)

For further information concerning this matter, please call:

MARCUS PRICE at (813) 782 1500
(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

GOIN' POSTAL INC.

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

PO2000100610

(Document number of corporation (if known))

FILED
2008 MAY 30 AM 8:07
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:

NEW CORPORATE NAME (if changing):

ZEPHYR BRANDS INC.

(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)**

SEE ATTACHED

(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)

N/A

(continued)

The date of each amendment(s) adoption: MAY 26 2008

Effective date if applicable: N/A
(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)

MARCUS PRICE

(Typed or printed name of person signing)

CEO & PRESIDENT.

(Title of person signing)

NOTARY PUBLIC-STATE OF FLORIDA
Lois MacIntyre
Commission #DD729667
Expires: OCT. 28, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Lois MacIntyre
5-28-08

FILING FEE: \$35

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
GOIN' POSTAL INC.**

Pursuant to the provisions of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is presently **GOIN' POSTAL INC.**
2. The following Amendment to the Articles of Incorporation was unanimously adopted and approved by the Directors and Shareholders of the Corporation on May 26, 2008, in the manner prescribed by the Florida Business Corporation Act, and shall become effective on the date these Articles of Amendment are duly filed with the Florida Department of State.
3. Articles I, III, & IV of the Articles of Incorporation of Goin' Postal Inc. which were originally filed on September 17, 2002 are hereby amended in their entirety to read as follows:

ARTICLE I. NAME

The name of the corporation shall change from Goin' Postal Inc. to **Zephyr Brands Inc.**

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is: Any and all lawful business.

ARTICLE IV. CAPITAL STOCK

A. Authorized Stock.

The total aggregate number of shares of capital stock which the Corporation shall have authority to issue is five hundred fifty million (550,000,000), consisting of five hundred million (500,000,000) shares of common stock, par value of one tenth of one cent (\$.001) per share (hereinafter referred to as the "Common Stock"), and fifty million (50,000,000) shares of preferred stock, par value of one-tenth of one cent (\$.001) per share (hereinafter referred to as the "Preferred Stock").

B. Preferred Stock.

The Board of Directors is hereby expressly authorized, in accordance with the powers and directives established under Section 607.0602 of the Florida Business Corporation Act, at any time, and from time to time, to create and provide for the issuance of shares of Preferred Stock in one or more series and, by filing appropriate articles of amendment pursuant to the directives of said Section 607.0602 (hereinafter referred to as a "Preferred Stock Amendment"), to establish the number of shares to be included in each such series, and to fix the designations, preferences and relative, participating or non-participating, optional or other special rights of the shares of each such series and the qualifications, limitations or restrictions thereof, as shall be stated and expressed in such Preferred Stock Amendment and the resolution or resolutions providing for the issue thereof adopted by the Board of Directors, including, but not limited to, the following:

- (i) the designation of and the number of shares constituting such series, which number the Board of Director may thereafter (except as otherwise provided in the Preferred Stock Amendment) increase or decrease (but not below the number of shares of such series then outstanding);
- (ii) the dividend rate for the payment of dividends on such series, if any, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends, if

any, shall bear to the dividends payable on any other class or classes of or any other series of capital stock, the conditions and dates upon which such dividends, if any, shall be payable, and whether such dividends, if any, shall be cumulative or non-cumulative, and, if cumulative, the date or dates from which dividends shall accumulate;

(iii) whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(iv) the terms and amount of any retirement or sinking fund for the purchase or redemption of the shares of such series and, if any such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes of, any other series of any class or classes of capital stock of, or any other security of, the Corporation or any other corporation, and, if provision be made for any such conversion or exchange, the times, prices, rates, adjustments and any other terms and conditions of such conversion or exchange;

(vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote (whether fully, on a limited basis, or not at all) as a class or otherwise with respect to the election of directors or otherwise;

(vii) the restrictions, if any, on the issue or reissue of shares of the same series or of any other class or series;

(viii) the amounts payable on and the preferences, if any, of the shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

(ix) any other relative rights, preferences and limitations of that series.

C. Common Stock.

Each holder of Common Stock shall have one vote in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters on which stockholders of the Corporation are entitled to vote.

Subject to any rights that may be conferred upon any holders of Preferred Stock or any other series or class of stock as set forth in the Articles of Incorporation of the Corporation, as same may be amended and or restated from time to time (excluding Common Stock), upon dissolution, the holders of Common Stock then outstanding shall be entitled to receive the net assets of the Corporation. Such net assets shall be divided among and paid to the holders of Common Stock, on a pro rata basis, according to the number of shares of Common Stock held by them. Subject to any rights that may be conferred upon any holders of Preferred Stock or any other series or class of stock as set forth in the Articles of Incorporation of the Corporation, as same may be amended and or restated from time to time (excluding Common Stock), the holders of shares of Common Stock shall be entitled to receive, as, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefore, dividends payable either in cash, in stock or otherwise.

4. This Amendment was unanimously approved and adopted by the Directors and all Shareholders of the only voting class of stock of the Corporation, and the number of votes cast for the Amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned individual who is both the Chief Executive Officer and Secretary of this Corporation has executed these Articles this 27th day of May, 2008.

Marcus Price,
Chief Executive Officer / Secretary
State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 27th day of May, 2008, by **Marcus Price**, as both Chief Executive Officer and Secretary, on behalf of **GOIN' POSTAL INC, now know at ZEPHYR BRANDS INC**, a Florida corporation. He is known to me personally or has produced Florida Driver's License as identification.

Notary Public - State of Florida
My Commission Expires: