

P02000100759

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H110001761563)))



H110001761563ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904) 359-2000  
Fax Number : (904) 359-8700

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JUL -7 AM 11:55

FILED

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PHENIX GROUP VENTURES CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED

11 JUL -7 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC + Amended 7/8/11

Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No. H11000176156

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
PHENIX GROUP VENTURES CORPORATION**

Pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), the undersigned Chief Executive Officer of Phenix Group Ventures Corporation, a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** This Corporation is named Phenix Group Ventures Corporation. The Articles of Incorporation of the Corporation (as amended, the "Articles") were originally filed with the Secretary of State of the State of Florida and became effective on September 17, 2002. Articles of Amendment to the Articles of Incorporation were filed and became effective on January 13, 2003.

**SECOND:** The following Amendments to the Articles of Incorporation (the "Amendments") have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the Act. This Amendment was adopted by the shareholders pursuant to a written consent dated July 7, 2011, and the votes cast for the Amendments by the shareholders were sufficient for approval.

**THIRD:** He is the duly elected and acting Chief Executive Officer of the Corporation.

**FOURTH:** Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"Article I**

The name of the Corporation is: PHENIX ENERGY GROUP, INCORPORATED"

**FIFTH:** Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**"Article IV**

The Corporation is authorized to issue 200,000,000 shares of common stock, \$0.0001 par value per share."

**SIXTH:** The following shall be added as Article VII of the Articles of Incorporation of the Corporation:

**"Article VII**

The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation."

FILED  
11 JUL -7 AM 11:55  
TAMPA, FLORIDA

Fax Audit No. H11000176156


**SEVENTH:** The following shall be added as Article VIII of the Articles of Incorporation of the Corporation:

**"Article VIII**

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for acts or omissions proscribed by applicable statutory provisions related to director liability, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment."

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment to the Articles of Incorporation on this 7<sup>th</sup> day of July, 2011.

PHENIX GROUP VENTURES CORPORATION

By:   
Name: Gerald J. Lepoux  
Title: Chief Executive Officer