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Division of Corporations
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From:

Account Name : J.H. ACCOUNTING SERVICES, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DIZZY DUCKY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	205 03
Estimated Charge	\$35.00

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

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03 APR 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIZZY DUCKY, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted:

This shall be an amendment to Article VI of the Articles of Incorporation of Dizzy Ducky, Inc.

The number of directors constituting the initial board of directors is one, and the name and address of who will serve as director until the first annual meeting of shareholders or until her successor is elected is as follows:

Negin Shafer, 3970 Gocio Rd., Sarasota, FL 34235

Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All fifty (50) shares issued to Nasser Ghaffari shall be redeemed by the corporation.

Third: The date of each amendment's adoption: April 30, 2003.

Fourth: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 30th day of April, 2003.


Negin Shafer, President

STOCKHOLDERS REDEMPTION AGREEMENT

Agreement made this 30th day of April, 2003, between Dizzy Ducky, Inc., a corporation incorporated under the laws of the State of Florida with its principal place of business at: 1510 8th Ave. West, Palmetto, FL 34221 (hereinafter "Corporation") and Nasser Ghaffari (hereinafter "Stockholder").

RECITALS:

- A. Stockholder is the owner of 50 shares of the common stock of Corporation.
- B. Corporation desires to redeem all of said shares upon the terms and conditions set forth below.
- C. Stockholder is willing that said shares be redeemed on the terms and conditions set forth below.
- D. Stockholder desires that such redemption shall be accorded capital gains, rather than ordinary income treatment, under the rules imposed by the Internal Revenue Code, as implemented by the regulations adopted pursuant thereto.
- E. It is necessary that all the shares held by the Stockholder shall be redeemed, and that certain other conditions be met in order for Stockholder to be entitled said income tax benefits.

In consideration of the mutual covenants and agreements herein contained, the parties mutually agree to the following:

- 1. **PAYMENT TO STOCKHOLDER.** On the aforesaid date, Corporation will pay to stockholder the sum of Ten Dollars (\$10.00) for said shares of the common capital stock of Corporation.
- 2. **SURRENDER OF CERTIFICATES.** On the aforesaid date, Stockholder will

surrender to Corporation the certificates representing all such shares of stock, which certificates shall be duly endorsed.

3. RESIGNATION OF STOCKHOLDER. Stockholder hereby tenders his resignation as director, officer, and employee of Corporation, all of which resignations shall be presented to the Board of Directors of Corporation and which shall be effective immediately upon the execution of this agreement.
4. LIMITATIONS ON STOCKHOLDER AFTER TERMINATION. Stockholder will not acquire any stock, other than by gift, bequest, or inheritance, in corporation within years from the date hereof, nor will stockholder be a director or otherwise employed in any corporation within that period.

IN WITNESS HEREOF, the parties have executed this agreement on the day and year first above written.

Veronica Didenko

Witness

Nasser Ghaffari

Nasser Ghaffari

Susan M. O'Brien

Witness

By: Negin Shafer

Negin Shafer, President