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M/C's Amend

9-17-10

DC

Richard P. Greene Business & Legal Support, Inc.

COASTAL TOWER
2400 EAST COMMERCIAL BOULEVARD
SUITE 201
FORT LAUDERDALE, FLORIDA 33308

PHONE: (954) 351-2552
FAX: (954) 351-2605

September 14, 2010

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Clearvocal, Inc.

Dear Sir or Madam:

Enclosed herewith please find a fully executed, original and one copy of Reinstatement form along with an original and one copy of Articles of Amendment submitted for filing. Also enclosed is a check for \$935.00 for the filing fees (\$900 for reinstatement and \$35 for amendment.) Please return a copy of the stamped, filed documents in the provided self-addressed, stamped envelope.

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

Very truly yours,

Richard P. Greene Business & Legal Support, Inc.

A handwritten signature in black ink that reads "Richard P. Greene". The signature is written in a cursive style with a large, stylized "R" and "G".

Richard P. Greene
President

Enclosures
cc: JP M. DeJoubner

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CLEARVOCAL, INC.,
Document Number: P03000086397**

FILED
10 SEP 16 PM 2:39
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA
MIAMI COUNTY

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:

Article I

The name of the corporation shall be amended to: **nTELn Corporation**

Articles II

The principal place of business address and mailing address is: 15111 N Hayden Road
Suite 160-305
Scottsdale, AZ 85260

Article IV

The number of shares the corporation is authorized to issue is 5,000,000,000 shares of common stock, par value \$.01 and 2,000,000 shares of Preferred Series A stock, par value \$.01. The Preferred Series A stock characteristics are as follows:

Cumulative Preferred Stock Rights: If dividend is not paid, it will accumulate for future payment.

Prior Preferred Stock Rights: In the event more than one class of preferred stock is outstanding and the Company has only enough funds to meet the dividend schedule on one of the preferred issues, such payment will be made to the prior issued preferred class.

Convertible Preferred Stock Rights: The shareholders may convert their Series A to common shares on the basis of one share of preferred for 250 shares of common basis. The board of directors will determine the conversion rights for future classes of preferred stock, if any.

Exchangeable Preferred Stock Rights: The board of directors will determine when and under what conditions preferred shares may be exchanged for some other type of security.

Participating Preferred Stock Rights: The board of directors shall determine if the holders of any class of preferred stock shall be entitled to receive extra dividends upon the Company achieving predetermined financial goals.

Putable Preferred Stock Rights: The board of directors will determine the term by which the holder of any class of its outstanding preferred shares may put the shares back to the Company.

Monthly Income Preferred Stock Rights: The board of directors shall determine the rate of return to holders of preferred shares.

Preference to Assets in the Event of Liquidation Rights: Preferred stock has a claim on liquidation proceeds of a corporation, equivalent to its par or liquidation value. This claim is senior to that of common stock, which has only a residual claim.

Convertible into Common Stock: Each Series A Preferred share converts on a 1 for 250 basis into shares of common stock.

Preferred Stock Call Provision: The board of directors shall determine the terms and conditions regarding the repurchase of outstanding shares at the option of the Corporation.

Preferred Stock Value: Preferred shares shall have a par value of \$.01 with no fixed liquidation value.

Preferred Stock Special Voting Rights: Nonvoting; however, the Preferred Stock can only gain voting rights when the preferred dividends are in arrears for a substantial time as determined by the board of directors.

Dividend Rate at 6% Payable Quarterly: Payments to be received for Preferred Stockholders. The board of directors shall authorize the issuance of preferred stock whose terms and conditions may be determined when issued.

Article V

The name and Florida street address of the registered agent is:

Richard P. Greene Business and Legal Support, Inc.
2400 E Commercial Blvd., Suite 201
Ft. Lauderdale, FL 33308

Article VII

The officers and directors of the corporation are:

Kelvin Douglas Smith, President, Secretary, Treasurer, Chief Operating Officer, Director
Paul David H. LaBarre, Executive Vice President, Director
JP M. DeJoubner, Chairman of the Board

The date of each amendment's adoption: September 2, 2010

Adoption of Amendment(s):

- ☐ The amendments were approved by the shareholders. The number of votes cast for amendments were sufficient for approval.
- ☐ The amendments 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 amendments were sufficient for approval by _____ (voting group)."
- ☒ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 10 day of September 2010.

By: 

J. M. DeJongh

Chairman of the Board of Directors

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

RICHARD P. GREENE BUSINESS & LEGAL SUPPORT, INC.

By: 

Richard P. Greene, President