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COR AMND/RESTATE/CORRECT OR O/D RESIGN

UNITED TOBACCO DISTRIBUTORS, INC

Certificate of Status	0
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CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
UNITED TOBACCO DISTRIBUTORS, INC.

The undersigned, being the President of, United Tobacco Distributors, Inc. (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article IV of the Articles of Incorporation is hereby amended to read as follows:

4.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is 51,000,000 (51 million) shares; consisting of 50,000,000 (50 million) shares of common stock \$.001 par value and one million (one million) shares of preferred stock, \$.001 par value.

4.2 Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, without further shareholder action a resolution, or resolutions providing for shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 Authorization to issue Series A Preferred Shares.

Pursuant to a duly adopted resolution of the Company's Board of Directors approved January 10, 2007, the Company is hereby authorized to issue 500,000 (five hundred thousand) shares of Series A Preferred Shares with the following rights and preferences:

- (a) Each holder of the Series A Preferred Shares shall be entitled to receive an annual 8% cumulative dividend. The dividend shall be paid annually by the Company on a date to be determined by the Board of Directors. The dividend may be paid in cash or shares of the Company's Common Stock. If the dividend is paid in shares of Common Stock, the holder shall receive one share of Common Stock for every \$1.00 due and as part of the 8% cumulative dividend.
- (b) Holders of the Series A Preferred Shares shall be entitled to receive any cash dividends before any cash dividends which may be paid to the holders of the Common Stock.
- (c) Holders of our Series A Preferred Shares may at any time following the issuance of the Series A Preferred Shares to the Holder convert each Series A Preferred Shares into shares of our Common Stock at the Conversion ratio of one share of Series A Preferred Stock for two Share of Common Stock. Fractional Shares

will not be issued. The Conversion Ratio is subject to adjustment in the event of any recapitalization or reorganization. The Holders of the Series A Preferred Shares will be required to tender the Series A Preferred Share Certificate to the Company for redemption prior to issuance of any shares of Common Stock..

- (d) Holders of the Series A preferred shares shall be entitled to one vote per share for each Series A Preferred Share beneficially owned on all matters brought to a vote of the holders of the Common Stock.
- (e) Holders of the Series A preferred shares shall have preference to the holders of the Common Stock in the event of any liquidation.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the Company's issued and outstanding shares of common stock, pursuant to a written consent of the shareholders in lieu of a meeting on January 10, 2007. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 10th day of January, 2007.

/s/Orestes Espinosa

Orestes Espinosa, President/Director