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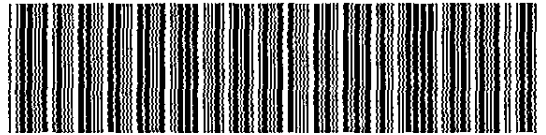
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*Amended &  
Restated  
Articles*

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TALLAHASSEE, FLORIDA

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11/14/02*



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 306558 5693A  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 35.00

ORDER DATE : November 3, 2003

ORDER TIME : 11:02 AM

ORDER NO. : 306558-005

CUSTOMER NO: 5693A

CUSTOMER: Debbie Johnson, Legal Asst  
Bartel Eng & Schroder  
Suite 1100  
300 Capitol Mall  
Sacramento, CA 95814

DOMESTIC AMENDMENT FILING

NAME: GEOCHEM MARKETING GROUP INC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: \_\_\_\_\_

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GEOCHEM MARKETING GROUP INC.**

FILED  
03 NOV -4 PM 1: 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Pursuant to Sections 607.1007 of the Florida Business Corporation Act)

GeoChem Marketing Group Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the Corporation is GeoChem Marketing Group Inc. The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida on August 27, 2003.

2. Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, this Amended and Restated Articles of Incorporation restates, integrates and further amends the provisions of the Corporation's Articles of Incorporation.

3. This Amended and Restated Articles of Incorporation amend the provisions of the Articles of Incorporation of the Corporation in the following manner:

(a) Article II is amended to change the address of the principal office of the Corporation; which amendment does not require shareholder approval;

(b) Article IV is amended to clarify the class of stock;

(c) Article VI setting forth the names and addresses of the person signing the Articles of Incorporation has been deleted in its entirety and no substitution made, which amendment does not require shareholder approval;

(d) Article VII setting forth the names and addresses of the initial officer(s) and/or directors has been deleted in its entirety and a new Article VI has been added to set forth the names and addresses of the new officers and directors; and

(e) Article VIII setting forth the effective date has been deleted in its entirety and no substitution made, which amendment does not require shareholder approval.

4. The terms and provisions of this Amended and Restated Articles of Incorporation have been adopted on the 22<sup>nd</sup> day of October, 2003, by a vote of the Board of Directors and on the 22<sup>nd</sup> day of October, 2003, by the vote of the shareholders of the Corporation; and the number of votes cast for the amendments by the shareholders was sufficient for approval.

5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments which were adopted pursuant to Sections 607.1003 of the Florida Business Corporation Act, and the omission of matters of historical interest.

6. The text of the Amended and Restated Articles of Incorporation reads in its entirety as follows:

## ARTICLE I

The name of the corporation is: GeoChem Marketing Group Inc.

## ARTICLE II

The principal place of business and mailing address of this corporation shall be 3385 S.W. 14<sup>th</sup> Avenue, Ft. Lauderdale, Florida 33315. The Board of Directors may at any time and from time to time move the principal office of the corporation.

## ARTICLE III

The purpose for which this corporation is organized is: any and all business.

## ARTICLE IV

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 9,000, all of which are without par value and classified as Common Stock.

## ARTICLE V

The name and Florida street address of the registered agent is: Andrew R. Medvin CPA, 6330 S.W. 41<sup>st</sup> Court, Davie, Florida 33314.

## ARTICLE VI

The new officers and directors of the corporation are:

Jenny Ma (Chairman of the Board, CEO, CFO and Secretary)  
3385 S.W. 14<sup>th</sup> Avenue  
Ft. Lauderdale, Florida 33315

Manoel Kort-Kamp (President and Director)  
3385 S.W. 14<sup>th</sup> Avenue  
Ft. Lauderdale, Florida 33315

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this 22<sup>nd</sup> day of October, 2003.

  
Manoel Kort-Kamp, President

  
Jenny Ma, Secretary