

P03000138304

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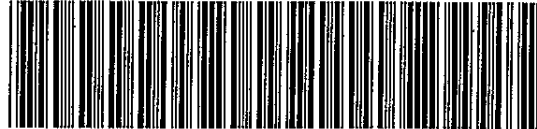
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/26/04--01070--007 **35.00

FILED
04 FEB 23 PM 12:01
SOUTHERN DISTRICT
OF CALIFORNIA

Amend
T. Lewis 2/27

DENNIS R. BEDARD

ATTORNEY AT LAW

SUITE 215

1717 N. BAYSHORE DR.

MIAMI, FLORIDA 33132

TEL (305) 530-0795

FAX (305) 530-9587

E-MAIL: DBLAW@att.net

January 22, 2004

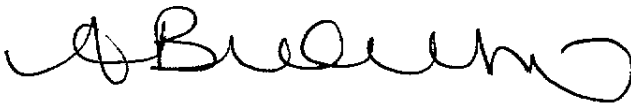
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Re: DEL MAR INTERNATIONAL INVESTMENTS, Inc.

Dear Sir/Madam:

Enclosed for filing, please find modified Articles of Incorporation for the above company. A check with the \$35.00 filing fee has also been included. If you have any questions, please feel free to contact me. Thanking you in advance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Alyson Brown', with a large, stylized loop at the end.

Alyson Brown
Secretary to Dennis R. Bedard



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 2, 2004

ALYSON BROWN
DENNIS R. BEDARD, ATTORNEY AT LAW
1717 N. BAYSHORE DRIVE, SUITE 215
MIAMI, FL 33134

SUBJECT: DELMAR INTERNATIONAL INVESTMENTS, INC.
Ref. Number: P03000138304

2/19/04
Please see
attached. I hope
that this will be
sufficient.
Thank-You
GPH

We have received your document for DELMAR INTERNATIONAL INVESTMENTS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 404A00006905

RECEIVED
04 FEB 26 AM 10:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED
04 FEB 25 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEL MAR INTERNATIONAL INVESTMENTS, INC.
(Name of corporation as currently filed with the Florida Dept. of State)

REF NO. P03000138304

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please see attached.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: 2/19/04

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/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 the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19 day of February, 2004.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dennis R. Beland

(Typed or printed name of person signing)

VICE President

(Title of person signing)

FILING FEE: \$35

DELMAR INTERNATIONAL INVESTMENTS Inc.

ARTICLES OF INCORPORATION OF

DEL MAR INTERNATIONAL INVESTMENTS, Inc.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned have this day modified the Articles of Incorporation of the corporation formed for the transaction of business, and the promotion and conduct of the objects and purposes hereinafter stated, under and pursuant to the laws of the State of FLORIDA.

AND DO HEREBY CERTIFY THAT:

I

The name of this corporation hereinafter referred to, as "the corporation" is:

DEL MAR INTERNATIONAL INVESTMENTS, Inc.

II

The registered office and resident agent street address of the corporation named herein shall be located within the state of FLORIDA at 1717 NORTH BAYSHORE DRIVE., Suite 215, MIAMI, FL 3312. The name of the resident agent hereof is BEDARD DENNIS R,

Office for the transaction of any business of the corporation and where the meetings of the Board of Directors may be held, and where the books of the corporation may be kept, may be established and maintained in any other part of the State of FLORIDA, or In any other state, territory or possession of the United States of America, the district of Columbia, or in any foreign country.

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DRB



III

The nature of the business and objects and purposes proposed to be transacted, promoted or carried on by the corporation shall be to engage in any lawful activity subject to expressed limitation if any.

IV

The amount of total authorised capital stock of this corporation is ONE MILLION DOLARS (1 000 000), at par value of 10.000\$ per share.

The shares n° 0001 to 50 having one (1) vote.

The shares n° 51 to 100 having one (1) vote.

Such stock shall be common and may be issued from time without any action by the stockholders for such consideration as may be fixed from by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed the full paid up stock, and the holder of such shares shall not be liable for any further payment thereof. Said stock shall not be subject to assessment to pay the debts of the corporation, and no paid up stock and no stock issued as fully paid shall ever be assessed or assessable by the corporation.

V

The governing board of the corporation shall be known as styled directors and the number of directors may from time tot time be increased or decreased in such manner as shall be provided by the bylaws of the corporation, provided that the number of directors shall not be reduced to lees than one (1).

The names of the DIRECTORS, which shall be 2 in number, are:

- DENNIS BEDARD, 1717 N. Bayshore Drive Suite 215, MIAMI, FL 33132.
- JEAN RUIZ, 1717 N. Bayshore Drive Suite 2956, MIAMI, FL 33132

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DCB



VI

The name and post office address of the incorporator of the first Articles of Incorporation is as follows: Charles E. Mc Dowel, P.O. Box 19118, LAS VEGAS, Nevada 89132.

Post office address of the Resident AGENT and new Board of Directors is:
1717 N. Bayshore Drive Suite 215, MIAMI, FL 33132

VII

The corporation is to have perpetual existence.

VIII

- a) The Board of Directors shall have the power and authority to make and alter, or amend the bylaws; to fix the amount in cash or otherwise to be reserved as working capital and to authorise and cause to be executed the mortgages and liens upon the property and franchises of the corporation.
- b) The board of Directors shall, from time to time, determine whether, and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have the right to inspect any account, book or document of the corporation except as conferred by the Statutes of Nevada, or authorised by the Directors of the board or by resolution of the stockholders.
- c) No sale, conveyance, transfer, exchange or other disposition of all or substantially all of the property and assets of the corporation shall be made unless approved by written consent of the shareholders entitled to exercise the voting power of the corporation.



[Handwritten signature]

DRB

- d) The stockholders and directors shall have the power to hold their meetings And keep the books, documents and papers of the corporation outside of the State of FLORIDA, and at such place as may from time to time be designated by the bylaws or by resolution of the Board of Directors or stockholders, except as otherwise required by the laws of the State of FLORIDA.
- e) The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation, whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgements, amounts paid in compromise settlements and amounts paid for services or counsel and other related expenses, which may be incurred by or imposed on him in connection with any claim, proceeding, suit, action, investigation or inquiry hereafter made, instituted or threatened in which he may be involved as a party or otherwise by reason of any past or future action taken or authorised and approved by him or any omission to act as such officer or director, at the time of the incurring or imposition of such costs, expenses, or liabilities, except such costs, expenses or liabilities as shall relate to matters as to which he shall in such action, suit or proceeding, be finally adjudged to be liable by reason of his negligence or wilful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director. As to whether or not a director of officer was liable by reason of his negligence or wilful misconduct toward the corporation or such other corporation in the performance of his duties as such officer or director, in the absence of such final adjudication of the existence of such liability, the Board of Directors and each officer and director may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law or otherwise, and shall inure to the benefit of the heirs, executors, administrators and assigns of each officer and director.



Handwritten signature D2B

IX

Authority is hereby granted to the holders of shares of this corporation entitled to vote, to change from time to time authorised number of directors of this corporation by a duly adopted amendment to the bylaws of the corporation.

X


After the formation of this corporation, each shareholder of the corporation shall be entitled to purchase and/or subscribe for the number of shares of the corporation which may hereafter be authorised and issued for money, which bears the same ratio to the number of shares then proposed to be issued as the number of shares then held by him bears to the number of shares subscribed immediately prior to such additional issue.


XI

No shareholder shall transfer, alienate, or in any way dispose of any share of the corporation unless such share shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares at a price equal to the market value thereof within sixty days after such offer. After the expiration of such time, the shareholder, if the corporation shall not have exercised its option to purchase, shall be free to transfer, alienate or otherwise dispose of such share without any restriction whatsoever.



DATE: OCTOBER 15 2003.

By: 
JEAN RUIZ
DIRECTOR

By: 
DENNIS R. BEDARD
DIRECTOR