

P04000017728

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

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EFFECTIVE DATE
6/6/12

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
INNOVATIVE FOOD HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

2012 JUN -5 A 10:41

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T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INNOVATIVE FOOD HOLDINGS, INC.

DOCUMENT NUMBER: PO4000017728

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Irving Rothstein
Name of Contact Person

Feder Kaszovitz LLP
Firm/ Company

845 Third Avenue
Address

New York, NY 10022
City/ State and Zip Code

jmcDonald@foodinno.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Irving Rothstein at (212) 888-8200 ext 5413
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

EFFECTIVE DATE
6/16/12

INNOVATIVE FOOD HOLDINGS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

PO4000017728

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

3845 Beck Blvd.

Suite 805

Naples, FL 34114

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida
(City)

_____, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1) _____	_____	_____ _____ _____
2) _____	_____	_____ _____ _____
3) _____	_____	_____ _____ _____
4) _____	_____	_____ _____ _____
5) _____	_____	_____ _____ _____
6) _____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1) _____	_____	4) _____	_____
2) _____	_____	5) _____	_____
3) _____	_____	6) _____	_____

E. If amending or adding additional Articles, enter change(s) here

(attach additional sheets, if necessary). (Be specific)

Article IV is hereby amended to add the following at the end thereof :

Upon the effectiveness of a combination of the Corporation's issued and/or outstanding shares as a result of combining issued and/or outstanding shares into a lesser number of shares of the same class, the authorized shares of capital stock of that class shall not be reduced by the same percentage by which the outstanding shares of such class was reduced as a result of the combination and the number of authorized shares of such class shall remain the same.

On the effective date of this Amendment, All of the outstanding shares of common stock are combined at a ratio of 50:1 such that a shareholder owning 50 shares of common stock prior to the implementation of the combination will own 1 share following implementation of the combination and the number of shares remaining in treasury which are not outstanding from the 500,000,000 shares of authorized common stock will remain unchanged.

F. 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:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: January 25, 2012

Effective date if applicable: June 6, 2012 (date of adoption - required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted 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.

Dated June 4, 2012

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)

Sam Klepfish
(Typed or printed name of person signing)

Chief Executive Officer
(Title of person signing)