

PD4000025188

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CHOICE ENVIRONMENTAL SERVICES, INC.**

Pursuant to Sections 607.10025, 607.1003, and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned, being the sole director and the Chief Executive Officer of Choice Environmental Services, Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Corporation was organized and its initial Articles of Incorporation were filed with the Florida Department of State on February 5, 2004 (the "Initial Articles"). The document number of the Corporation is P04000025188. The Initial Articles were amended and restated by Amended and Restated Articles of Incorporation filed with the Florida Department of State on December 10, 2009 (the Initial Articles, as so amended and restated, are referred to herein as the "Current Articles").

2. The amendments to the Current Articles of the Corporation set forth herein (the "Amendments") require shareholder approval. The Corporation has fewer than 35 shareholders and no act of the directors is required to effect the Amendments; nevertheless, the sole director of the Corporation has recommended and consented to the Amendments.

3. Pursuant to Florida Statute Section 607.0704, the Amendments set forth herein were approved by written consent dated December 30, 2010 by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. The holders of the Corporation's Common Stock, Series A Preferred Stock and Series B Preferred Stock were entitled to vote as separate voting groups on the Amendments, and the consent for the Amendments by the shareholders in each such voting group was sufficient for the approval by that voting group.

4. The Current Articles are hereby amended as follows:

(a) The first paragraph of the section titled "*Authorized Shares*" in Article IV of the Current Articles is deleted and replaced with the following:

The total number of shares of capital stock which the Corporation is authorized to issue is sixty million (60,000,000), of which fifty million (50,000,000) shares are common stock, no par value per share ("Common Stock"), and ten million (10,000,000) shares are preferred stock, par value \$.001 per share ("Preferred Stock").

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(b) The paragraph titled "Designation" in the section titled "*Statements of Rights and Preferences for Series A Preferred Stock*" in Article IV of the Current Articles is deleted and replaced with the following:

There shall be a series of Preferred Stock which shall consist of three hundred thousand (300,000) shares and shall be designated as Series A Exchangeable Preferred Stock (referred to herein as "Series A Preferred Stock").

(c) The following provision is added after the paragraph titled "Designation" in the section titled "*Statements of Rights and Preferences for Series A Preferred Stock*" in Article IV of the Current Articles:

Stock Split. Immediately following the filing of these Articles of Amendment, each one (1) issued and outstanding share of the Corporation's Series A Preferred Stock is divided into two hundred twenty eight (228) shares of Series A Preferred Stock.

(d) The paragraph titled "Conversion" in the section titled "*Statements of Rights and Preferences for Series A Preferred Stock*" in Article IV of the Current Articles is deleted and replaced with the following:

Exchange or Conversion Rights.

The holders of shares of the Series A Preferred Stock shall have the right, exercisable at any time and from time to time after the date of filing of these Articles of Amendment until such shares are redeemed as set forth herein, to convert and exchange with the Corporation all or any part of such shares of Series A Preferred Stock for shares of Common Stock of the Corporation ("Series A Conversion Shares"), at an initial conversion or exchange ratio (the "Series A Conversion Ratio") of one (1) share of Series A Preferred Stock for one (1) share of Common Stock of the Corporation.

In order to effect such conversion or exchange, the holder shall deliver to the Corporation at its principal executive office notice of the exchange together with the certificates representing shares of the Series A Preferred Stock duly endorsed to the Corporation or in blank. The Corporation shall deliver the Series A Conversion Shares issuable upon such conversion to the holder within ten days of the date (the "Series A Exchange Date") of the Corporation's receipt of such notice and certificates. On and after the Series A Exchange Date, the Series A Preferred Stock shall no longer be deemed outstanding for any purpose, except for the continuing right of the holder of the Series A Preferred Stock to receive any unpaid dividends that were declared and due and payable prior to the Series A Exchange Date.

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The number of Series A Conversion Shares issuable upon such conversion shall be subject to adjustment from time to time as follows:

If, at any time after the date of the filing of these Articles of Amendment, the number of shares of Common Stock outstanding is increased by a subdivision, conversion or split-up of shares of Common Stock, then, following the record date fixed therefor, the Series A Conversion Ratio shall be appropriately adjusted by increasing the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock in proportion to such increase in outstanding shares of Common Stock.

If, at any time after the date of filing of these Articles of Amendment, the number of shares of Common Stock outstanding is decreased by a stock combination, reverse split or conversion, then, following the record date for such combination, reverse stock split or conversion, the Series A Conversion Ratio shall be appropriately adjusted by decreasing the number of shares of Common Stock issuable upon conversion of each share of Series A Preferred Stock in proportion to such decrease in outstanding shares of Common Stock.

In case, at any time after the date of filing of these Articles of Amendment, there occurs any capital reorganization, or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or a consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and which does not result in any change in the Common Stock) or a sale or other disposition of all or substantially all of the properties and assets of the Corporation as an entirety to any other person, each share of Series A Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, sale or other disposition, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the corporation resulting from such consolidation or surviving such merger or to which such properties and assets shall have been sold or otherwise disposed to which the holder of the number of shares of Common Stock deliverable (immediately prior to the time of such reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of such shares of Series A Preferred Stock would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this Section shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or other dispositions.

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Exercise of Conversion Right.

To exercise the right to convert set forth in this Section, a holder of shares of Series A Preferred Stock shall deliver to the Corporation at its principal executive offices, marked to the attention of the Secretary of the Corporation, the certificate or certificates representing the shares of Series A Preferred Stock to be converted, endorsed to or accompanied by a separate assignment to the Corporation, and a written notice (a "Notice of Series A Conversion") stating (i) such holder's wish to exercise the right to convert such shares, and (ii) the name or names and addresses in which and to which securities or other property then deliverable upon conversion of such shares should be registered and delivered (if to a person other than the holder and/ or to an address other than the holder's address of record). Subject to the provisions set forth below, the conversion of a share of Series A Preferred Stock shall be deemed effective, and such share shall cease to be outstanding for any purpose, upon receipt by the Corporation of the aforementioned Notice of Series A Conversion and certificate representing such share, provided the same are received prior to the Redemption Date, and the sole right of the holder of such share after conversion shall be to receive the securities or other property then issuable upon the conversion thereof.

If the Notice of Series A Conversion submitted by a holder of shares of Series A Preferred Stock requests that shares of Common Stock be issued in the name of any person other than the registered owner of the shares to be converted, the Corporation may require, as a condition to the effectiveness of such conversion, that the persons or entities in whose names such shares of Common Stock are to be issued (i) supply such information, (ii) agree to such restrictions on transfer of securities of the Corporation issuable upon such conversion, and (iii) comply with such other requirements as the Corporation may reasonably request or impose to assure compliance with applicable securities laws.

The above provisions of this Section shall similarly apply to successive issuances, sales, dividends or other distributions, subdivisions and combinations on or of the Common Stock after the date of filing of these Articles of Amendment.

The Corporation will not, by amendment of the Corporation's articles of incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all of the provisions hereof and in the taking of

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all such action as may be necessary or appropriate in order to protect the conversion rights of the holder of Series A Preferred Stock against impairment.

Notwithstanding anything in these articles of incorporation to the contrary, the Series A Conversion Ratio shall not be adjusted (i) by virtue of the conversion of shares of Series A Preferred Stock into shares of Common Stock, or (ii) by reason of the issuance of Common Stock upon the exercise of options, warrants or similar rights outstanding on the date of filing of these Articles of Amendment or pursuant to the anti-dilution provisions thereof.

Upon the occurrence of each adjustment or readjustment of the Series A Conversion Ratio pursuant to this Section, the Corporation, at its expense upon request by any registered owner of shares of Series A Preferred Stock, shall compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each such holder a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. Such certificate shall set forth (i) such adjustment and readjustment, (ii) the current Series A Conversion Ratio for the shares of Series A Preferred Stock at the time in effect, (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock, and (iv) if such adjustment is the result of an issuance of Common Stock, the number of shares of Common Stock issued and the consideration received therefor.

The Corporation at all times will reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock such number of its shares of Common Stock as from time to time will be sufficient to effect the conversion of all then outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect such conversion, in addition to such other remedies as may be available to the holders of shares of Series A Preferred Stock for such failure, the Corporation will take such corporate action as, in the opinion of its counsel, may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as will be sufficient for such purpose.

No fractional shares shall be issued upon conversion of shares of Series A Preferred Stock. Whether or not fractional shares would be issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock which the holder of such

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shares is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion. If the conversion would result in any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay the holder an amount in cash equal to the fair market value of such fractional share on the date of conversion (as determined in good faith by the Board of Directors of the Corporation).

The Corporation shall pay all documentary, stamp or other transactional taxes attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Series A Preferred Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series A Preferred Stock in respect of which shares of Common Stock are being issued.

All shares of Common Stock which may be issued in connection with conversion of shares of Series A Preferred Stock as provided herein, upon issuance by the Corporation, shall be validly issued, fully paid and non-assessable and free from all taxes, liens or charges with respect thereto.

Except as expressly provided herein, shares of Series A Preferred Stock shall have the same rights and privileges as shares of the Corporation's Common Stock.

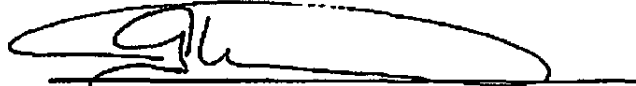
(e) The section titled "Exchange or Conversion Rights" in the section titled "*Statements of Rights and Preferences for Series B Preferred Stock*" in Article IV of the Current Articles is amended to add the following at the end of that section:

Notwithstanding any prior adjustments to the Conversion Ratio of the Series B Preferred Stock, including, without limitation, as a result of the reverse stock split effected pursuant to the Amended and Restated Articles of Incorporation of the Corporation filed with the Florida Department of State on December 10, 2009, as of the date of filing of these Articles of Amendment the holders of shares of the Series B Preferred Stock shall have the right to convert and exchange with the Corporation all or any part of such shares of Series B Preferred Stock for shares of Common Stock of the Corporation at an initial conversion or exchange ratio of one (1) share of Series B Preferred Stock for one (1) share of Common Stock of the Corporation.

5. The Amendments shall be effective as of the date of the filing of these Articles of Amendment with the Florida Department of State (the "Effective Date").

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IN WITNESS WHEREOF, the undersigned sole Director has caused these Articles of Amendment to be executed as of the 30th day of December, 2010.

A handwritten signature in black ink, appearing to read 'Glu', is written over a horizontal line.

Glen M. Miller, Director