

P04000103305

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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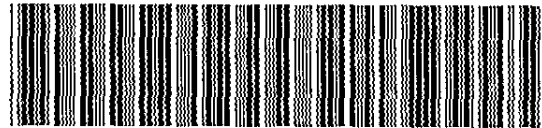
(Business Entity Name)

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FOR
7/26/04

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE-USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MAXXCAP INTERNATIONAL INCORPORATED
(Corporation Name) (Document #)
2. _____ P04000103305
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Certificate of Status

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAXXCAP INTERNATIONAL INCORPORATED

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 7 of the Articles of Incorporation of MAXXCAP INTERNATIONAL INCORPORATED states:

“ **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of common shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED THOUSAND (500,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**, however,

7.1.1 All the common shares shall be non-voting common shares,

7.1.2 The common shares shall carry no right to vote for election of directors of the Corporation and no right to vote on any matter presented to the Shareholders of the Corporation for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such non-voting common shares, and,

7.1.3 All holders of shares of common stock, upon the Dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation after distribution has been completed to any preferred Shareholder.

7.2 The maximum number of preferred shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED THOUSAND (100,000)** shares of preferred stock, each having the par value of **ONE TENTH OF A CENT (\$0.001)**, and,



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7.2.1 The preferred shares shall carry no right to vote for the election of Directors of the Corporation and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting be granted to such preferred shares, and,

7.2.2 The holders of the preferred shares shall be entitled to a preference of dividends as declared by the Directors of the Corporation, payable either quarterly, semi-annually or annually as may be determined by the Directors of the Corporation. No dividends shall be paid to, or set apart for payment to, common Shareholders unless preferred shares shall first have been paid, or declared and set apart for payment of dividends as may have been declared by the Directors of the Corporation, and,

7.2.3 Upon Dissolution, whether voluntary or involuntary, the holders of preferred shares shall first be entitled to receive, out of the net assets of the Corporation, the par value of their shares plus any unpaid accumulated dividends, without interest. All of the assets, if any, thereafter remaining shall be distributed among the holders of the common shares. The consolidation or merger of the Corporation at any time, or from time to time, with any other Corporation or Corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof.

7.3 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.4 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.5 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock. "



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SECOND: Article 7 - Corporate Capitalization of the Articles of Incorporation of MAXXCAP INTERNATIONAL INCORPORATED, shall be amended to satate:

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

THIRD: The date of the adoption of this amendment is the 20 July 2004.

FOURTH: The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.



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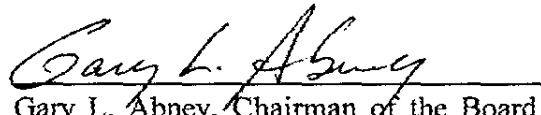
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FIFTH: This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 20 July 2004.


Gary L. Abney, Chairman of the Board of
Directors



SPIEGEL & UTRERA, P.A.
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