

P04000131984

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000256472 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : THE DELAWARE ESCROW COMPANY
Account Number : I19990000056
Phone : (208) 622-7503
Fax Number : (208) 622-7967

RECEIVED

05 JAN -3 AM 7:49

DIVISION OF CORPORATIONS

FILED
05 JAN -3 PM 3:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

LUNA PAZZA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amend/CC
@ 1.3.05

H04000256472 3

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LUNA PAZZA, INC.

Document Number P04000131984

On December 31, 2004, the Board of Directors of Luna Pazza, Inc. passed a resolution that Article IV of the Articles of Incorporation be amended. On December 31, 2004, a majority of the Shareholders adopted the recommendation of the Company's Board of Directors and by consent, approved this Amendment to the Articles of Incorporation of Luna Pazza, Inc. The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006.

FILED
05 JAN -3 PM 3:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Luna Pazza, Inc.
2. Article IV of the Articles of Incorporation of Luna Pazza, Inc. shall be amended as follows:

ARTICLE IV.

The corporation is authorized to issue two classes of common shares and preferred shares as follows:

VOTING SHARES: The Corporation shall have 1,000 shares of one dollar (\$1.00) par value voting stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

NON-VOTING SHARES: The Corporation shall have 1,000,000 shares of one dollar (\$1.00) par value non-voting stock. No outstanding shares of these non-voting shares shall be entitled to vote on matters submitted to a vote at a meeting of the Shareholders.

PREFERRED SHARES: Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the board of directors with respect to each such series shall include a determination

H04000256472 3

H04000256472 3

of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this ARTICLE or any resolution adopted by the board of directors pursuant to this ARTICLE.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.


The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefore as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

H04000256472 3

SECOND: The date of adoption of this amendment by the shareholders of this corporation is: December 31, 2004 and shall become effective upon filing with the Secretary of State of Florida.

THIRD: This amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act. The number of shares voted in favor of the Amendment was sufficient to pass the action.

IN WITNESS WHEREOF the undersigned, the President of the Corporation, have executed this Amendment to the Articles of Incorporation this 31th day of December, 2004.


Donald LaBarre, President