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COR AMND/RESTATE/CORRECT OR O/D RESIGN

ELI ENTERPRISES, INC.

FILED
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DIVISION OF CORPORATIONS
2007 OCT -9 AM 9:01

RECEIVED
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As 10/10/07
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ELI ENTERPRISES, INC.

DOCUMENT NUMBER: P04000147735

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

Please return all correspondence concerning this matter to the following:

CARL CAMPANELLI

(Name of Contact Person)

ELI ENTERPRISES, INC.

(Firm/ Company)

6339 LACOSTA DRIVE, SUITE M

(Address)

BOCA RATON, FLORIDA 33433

(City/ State and Zip Code)

For further information concerning this matter, please call:

GUY M. JEAN-PIERRE, ESQ.

(Name of Contact Person)

at (561) 305-5527

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

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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

2007 OCT -9 AM 9:01

**Articles of Amendment
to
Articles of Incorporation
of**

ELI ENTERPRISES, INC.

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

P04000147735

(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.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

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

Article II is amended by deleting in its entirety and inserting in place thereof the following:

CARL CAMPANELLI, President and Chairman of the Board

10582 Maple Chase Drive

Boca Raton, FL 33498

Article IV is amended by deleting in its entirety and inserting in place thereof the following:

1. Common Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock, \$.0001 par value per share.

2. Preferred Stock. **[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: September 28, 2007

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.

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)

Carl Campanelli
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

CAPITAL STOCK

1. **Common Stock.** The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock, \$.0001 par value per share.

2. **Preferred Stock.** (a) The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of preferred stock, no par value per share.

(b) Subject to the requirements of Chapter 607 of the laws of the State of Florida, the Board of Directors is authorized and empowered to issue shares of preferred stock in one or more series and with such designations, preferences and limitations as the Board of Directors, in its business judgment, determines is in the best interest of the corporation.

**CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES
A PREFERRED STOCK OF ELI ENTERPRISES, INC.**

Pursuant to the Business Organizations Law of the State of Florida

Eli Enterprises, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on September 28, 2007, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 50,000,000 shares of Preferred Stock of the Corporation, no par value (the "Preferred Stock"):

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Preferred Stock" (such series being hereinafter called "Series A Preferred Stock"), and the preferences and relative, participating, optional or other special rights of the Series A Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Number of Shares; Stated Value and Dividends.** The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Preferred Stock. The stated value of the Series A Preferred Stock shall be no par value. The holder of share of Series A Preferred Stock shall not be entitled to receive dividends.
2. **Liquidation Preference.** In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Series A Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of Series A Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted

immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. **Redemption.** The Series A Preferred Stock is not redeemable without the prior written consent of the holder of such Series A Preferred Stock.

4. **Conversion.** The share of Series A Preferred Stock shall be convertible, at the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation into such number of fully paid and non-assessable shares of common stock of the Corporation as is determined by mutual agreement of the Corporation and the holder of the Series A Preferred Stock at the time of conversion.

5. **Voting Rights.** The holder of the share of Series A Preferred Stock shall have the following voting rights:

(a) The holder of the share of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Series A Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Series A Preferred Stock shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the written consent of the holder of the share of Series A Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock.

6. **Status of Redeemed Stock.** In the event the share of Series A Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of preferred stock.

7. **Taxes.** This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Series A Preferred Stock.

IN WITNESS WHEREOF, Eli Enterprises, Inc. has caused this Certificate of Designation to be signed by Carl Campanelli, its President, this 28th day of September 2007.

ELI ENTERPRISES, INC.

By:



Carl Campanelli, President

CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES B PREFERRED STOCK OF THE ELI ENTERPRISES, INC.

Pursuant to the General Corporation Law of the State of Florida

The Eli Enterprises, Inc., a corporation organized and existing under the laws of the State of Nevada (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on September 28, 2007, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 50,000,000 shares of Preferred Stock of the Corporation, no par value of per share (the "Preferred Stock"):

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series B Preferred Stock" (such series being hereinafter called "Series B Preferred Stock"), and the preferences and relative, participating, optional or other special rights of the Series B Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Designation.** The series of preferred stock authorized hereunder shall be designated as the "Series B Preferred Stock." The number of shares constituting such series shall initially be five hundred thousand (500,000) which number may from time to time be changed by the Board of Directors. The par value of the Series B Preferred Stock shall be no par value. All shares of Series B Preferred Stock shall be identical with each other in all respects.

2. **Rank.** The Series B Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Corporation equal to the Common Stock and junior to each class or series of capital stock (except any other class of Series B Preferred Stock) which expressly provides that it ranks senior to the Series B Preferred Stock as to dividends or upon liquidation, dissolution and winding-up, or as to any other right or preference.

3. **Conversion.** The holders of Series B Preferred Stock shall have conversion rights as follows ("Conversion Rights"):

- (a) Automatic Conversion. Each shares of Series B Preferred Stock shall not be convertible unless and until the Corporation amends its Certificate of Incorporation to increases the authorized number of shares of Common Stock available for issuance in an amount sufficient to permit the conversion of all the shares of Series B Preferred Stock, and all other

convertible securities and instruments of the Corporation. The Corporation will use its best effort to cause such amendment to the Certificate of Incorporation to be filed within nine (9) months from the date of this Certificate of Designation. Conditioned upon the foregoing, at such time as the Corporation effectuates the action described above in this Section 3(a), each share of Series B Preferred Stock shall automatically convert into twenty thousand (1,000) fully paid and nonassessable share of Common Stock of the Corporation.

- (b) **Mechanics of Conversion.** At such time as the conditions described in Section 3(a) shall have occurred, holders of the Series B Preferred Stock shall surrender the certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock of the Corporation to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date the conditions set forth in Section 3(a) herein have been satisfied and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.
- (c) **No Impairment.** This Corporation will not, by amendment of its Certificate 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 this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Preferred Stock against impairment.
- (d) **No Fractional Shares.** No fractional shares shall be issued upon the conversion of any share or shares of the Series B Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

- (e) Notices of Record Date. In the event the Corporation takes record of the holders of any class of securities for the purpose of determining which holders are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities, property or other right, the Corporation shall mail to each holder of Series B Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.
- (f) Reservation of Stock Issuable Upon Conversion. Solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, the Corporation shall at all times, subject to the conditions described in Section 3(a), reserve and keep available out of its authorized but unissued shares of Common Stock, such number of shares of its Common Stock as