

P05000015922

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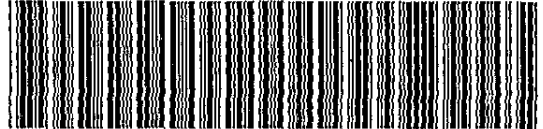
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ALLAHASSEE, FLORIDA

Amend on
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JASHI ENTERPRISES, INC

DOCUMENT NUMBER: P05000015922

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

Please return all correspondence concerning this matter to the following:

JAY JASON BARTLETT
(Name of Contact Person)

JASHI ENTERPRISES INC
(Firm/ Company)

18134 SW 92 COURT
(Address)

MIAMI FL 33157
(City/ State and Zip Code)

For further information concerning this matter, please call:

JAY BARTLETT at (760) 420-6727
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

JASHI ENTERPRISES, INC

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

P05000015922

(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 III PURPOSE AMENDED

ARTICLE IV CAPITAL STOCK AMENDED

ARTICLE VII BOARD OF DIRECTORS AMENDED

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(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)

NO SHARES WERE PREVIOUSLY ISSUED

(continued)

The date of each amendment(s) adoption: 21 DECEMBER 2005

Effective date if applicable: 22 DECEMBER 2005
(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

Jay Jason Barrett
(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)

JAY JASON BARRETT
(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
JASHI ENTERPRISES, INC.
(filed December 22, 2005)**

ARTICLE I. NAME

The name of the corporation is JASHI ENTERPRISES, INC. (the "Corporation")

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation in the State of Florida is located at 18134 S.W. 92nd Court, Miami, Florida, 33157.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock, which the Corporation is authorized to issue, is 10,000,000, divided into two classes as follows:

(1) 9,000,000 shares of common stock, \$.01 par value per share ("Common Stock"); and

(2) 1,000,000 shares of preferred stock, \$.01 par value per share ("Preferred Stock").

The designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the Common Stock and Preferred Stock of the Corporation are as follows:

(a) Provisions Relating to the Common Stock

- (1) Each holder of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the records of the Corporation on each matter submitted to a vote of the shareholders.
- (2) Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as, and if

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declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, stock or otherwise.

(3) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock and the holders of any bonds, debentures or other obligations of the Corporation shall have been paid in full the amounts to which they shall be entitled (if any), or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock and any bonds, debentures or other obligations of the Corporation.

(b) Provisions Relating to the Preferred Stock

(1) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and the qualifications, limitations, and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereafter prescribed.

(2) Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and with respect to each such class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) whether or not such class or series is to have voting rights, full, special, or limited, or is to be without voting rights, and whether or not such class or series is to be entitled to vote as a separate class either alone or together with the holders of one or more other classes or series of stock;

(ii) the number of shares to constitute such class or series and the designations thereof;

(iii) the preferences, and relative, participating, optional, or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any such class or series;

(iv) whether or not the shares of any such class or series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any specified event, and, if redeemable, the redemption price or prices (which may be payable in the form of cash, notes, securities, or other property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of such class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the annual amount thereof, and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, or a combination thereof, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof which the holders of any such class or series shall be entitled to receive upon the voluntary and involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any such class or series, at the option of the Corporation or the holder thereof or upon the happening of any specified event, shall be convertible into or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of stock, securities or other property of the Corporation, and the conversion price or prices, ratio or ratios, or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and provisions with respect to any such class or series as may seem advisable to the Board of Directors.

(3) The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued, and undesignated shares of the Preferred Stock.

(c) General

(1) Subject to the foregoing provisions of these Articles of Incorporation, the Corporation may issue shares of its Preferred Stock and Common Stock from time to time for such consideration (in any form, but not less in value than the par value thereof)

as may be fixed by the Board of Directors, which is expressly authorized to fix the same in its absolute and uncontrolled discretion subject to the foregoing conditions. Shares so issued for which the consideration shall have been paid or delivered to the Corporation shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments in respect of such shares.

(2) The Corporation shall have authority to create and issue rights and options entitling their holders to purchase or otherwise acquire shares of the Corporation's capital stock of any class or series or other securities of the Corporation, and instrument(s) approved by the Board of Directors or any committee thereof shall evidence such rights and options. The Board of Directors or any committee thereof shall be empowered to set the exercise price, duration, times for exercise, and other terms of such options or rights; provided, however, that the consideration to be received (which may be in any form) for any shares of capital stock subject thereto shall have a value not less than the par value thereof.

ARTICLE V. REGISTERED AGENT

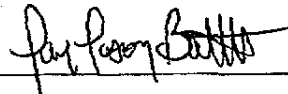
The name and Florida street address of the registered agent is:
JAY JASON BARTLETT
18134 SW 92 COURT
MIAMI, FL. 33157

ARTICLE VI. NAME OF INCORPORATOR

The name and address of the incorporator is:

JAY JASON BARTLETT
18134 SW 92 COURT
MIAMI, FLORIDA 33157

INCORPORATOR SIGNATURE: _____



ARTICLE VII. BOARD OF DIRECTORS

(a) The number of directors constituting the Board of Directors shall be fixed by, or in the manner provided in, the Bylaws of the Corporation, provided that such number shall be no fewer than three (3) and no more than nine (9) (plus such number of directors as may be elected from time to time pursuant to the terms of any series of Preferred Stock that may be issued and outstanding from time to time). The terms of office of all directors who are in office immediately prior to the closing of the polls for the election of directors at the 2006 annual meeting of shareholders shall expire at such time. At each annual meeting of shareholders beginning with the 2006 annual meeting of shareholders, the directors shall be elected to hold office until the next annual meeting of shareholders and until their respective successors shall have been duly elected and qualified subject, however, to their prior death, resignation, retirement, disqualification or removal from office.

(b) Any or all directors may be removed, but only for cause, at any annual or special meeting of shareholders, upon the affirmative vote of the holders of a majority of the outstanding shares of each class of capital stock of the Corporation then entitled to vote in person or by proxy at an election of such directors, provided that notice of the intention to act upon such matter shall have been given in the notice calling such meeting.

(c) Notwithstanding the foregoing, whenever the holders of any one or more classes or series of Preferred Stock issued by the Corporation shall have the right, voting separately by series or by class (excluding holders of Common Stock), to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies, and other features of such directorships shall be governed by the terms of these Articles of Incorporation (including any amendment to these Articles of Incorporation that designates a series of Preferred Stock).

(d) Election of directors need not be by written ballot.

(e) The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIRECTOR
JAY JASON BARTLETT
18134 SW 92 COURT
MIAMI, FL. 33157 US

Title: DIRECTOR
JANIS DURELLE SCHERER
11087 CAMINITO ALEGRA
SAN DIEGO, CA. 92131 US

Title: DIRECTOR
BARBARA BARTLETT
18134 SW 92 COURT
MIAMI, FL. 33157 US

-End of Articles of Incorporation-