

Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 617-6380

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Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RESUBMIT
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CHINA ORGANIC AGRICULTURE, INC.**

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10 MAR -5 AM 8:42
STATE OF FLORIDA
TALLAHASSEE, FLORIDA
Amend
@ 3/8/10

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March 5, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CHINA ORGANIC AGRICULTURE, INC.
8322 FRANZ VALLEY ROAD
CALISTOGA, CA 94515

SUBJECT: CHINA ORGANIC AGRICULTURE, INC.
REF: P05000109383

RESUBMIT
Please give original
correction date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Period after (INC) in the corporate name.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H10000050293
Letter Number: 610A00005551

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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March 5, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CHINA ORGANIC AGRICULTURE, INC.
8322 FRANZ VALLEY ROAD
CALISTOGA, CA 94515

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Irene Albritton
Regulatory Specialist II

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Letter Number: 510A00005459

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAR -5 AM 8:42

Articles of Amendment
to
Articles of Incorporation
of

China Organic Agriculture, Inc.

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

P05000109383

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Dalian City, Zhongshan District

Youhao Rd Manhattan Bld1 Ste 1511

Dalian City, Liaoning China

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

8322 Franz Valley Road

Calistoga, CA 94515

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|-------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| CEO | Jinsong Li | Dalian City, Zhongshan District Yuhao Rd Manhattan Ste 1511 Bld1 Dalian City, Liaoning China | <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove |
| CFO | Bo Shan | Dalian City, Zhongshan District Yuhao Rd Manhattan Ste 1511 Bld1 Dalian City, Liaoning China | <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove |
| CFO | Weihongxia | Dalian City, Zhongshan District Yuhao Rd Manhattan Ste 1511 Bld1 Dalian City, Liaoning China | <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove |

F. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Reduce authorized shares 1:3 from 1,000,000,000 to 333,333,333 shares.

F. If an amendment provides for an 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)

The date of each amendment(s) adoption: February 12 2010

Effective date if applicable: February 12 2010 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted 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.

Dated 12/12/2010

Signature _____

Jinsong Li
(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)

Jinsong Li

(Typed or printed name of person signing)

CEO

(Title of person signing)