

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((((H11000001078 3)))



H110000010783ABCS

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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CHINA ORGANIC AGRICULTURE, INC.

Certificate of Status	0
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Corporate Filing Menu

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Amend.
1-4-11
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11 JAN -3 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 3, 2011

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
submission date on 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.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H11000001078
Letter Number: 911A00000114

RECEIVED

11 JAN -4 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

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)

one-for -six reverse stock split of its common stock and reducing its authorized shares
of common stock from 1,000,000,000 to 166,666,666.

The date of each amendment(s) adoption: December 14th, 2010

Effective date if applicable: December 30, 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 12-14-10

Signature _____

Qian Qi
(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)

Qian Qi

(Typed or printed name of person signing)

CEO

(Title of person signing)