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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/26/08
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: IAC Holdings, Inc.

DOCUMENT NUMBER: P05000138699

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

Please return all correspondence concerning this matter to the following:

Michael Paige
(Name of Contact Person)

Jackson & Campbell, P.C.
(Firm/ Company)

1120 20th Street, NW, South Tower, Suite 300
(Address)

Washington, DC 20036
(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael Paige at (202) 457-6696
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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**

IAC Holdings, Inc.

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

P05000138699

(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 FOURTH: Capital Stock. is amended in Section 4.1 to read as follows:

Section 4.1. Authorized Shares. The total number of shares of stock which the
Corporation shall have authority to issue is One Hundred Five Million (105,000,000),
One Hundred Million (100,000,000) of which shall be shares of Common Stock with
a par value of \$.0001 per share, and Five Million (5,000,000) of which shall be
shares of Preferred Stock with a par value of \$0.0001 per share.

(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)

(continued)

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TALLAHASSEE, FLORIDA

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

Remove Ramon Rosales as CEO of the company

Remove Serguei Melnik as CFO of the company

Add Christine Nguyen as CEO of the company

Change Mailing address to: 136 E Colonial Dr.

Orlando, FL. 32801

Change Principal address to: 136 E. Colonial Dr.

Orlando, FL. 32801

(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)

(continued)

The date of each amendment(s) adoption: February 5, 2008

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.

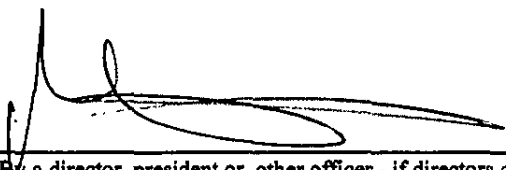
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"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)

Christine Nguyen

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)

FILING FEE: \$35