

PO5000 K50316

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

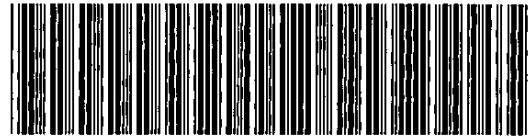
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000077594340

07/17/06--01038--008 **35.00

RECEIVED JUL 24 2006

Ames

Cohedral Advisors, Inc.
326 E. Dania Beach Blvd
Dania, FL 33004

July 7, 2006

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Cohedral Advisors, Inc.

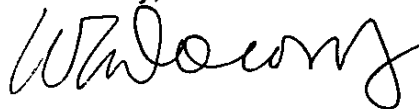
Dear Sirs or Madam:

Please find enclosed an original and one copy of the Amended Articles of Incorporation, for the above referenced Florida Corporation along with a check in the amount of \$35.00.

Please stamp the copy as filed and return it to this office. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'W.A. Dorow', written in a cursive style.

W.A. Dorow, President

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
COHEDRAL ADVISORS, INC.**

The undersigned do hereby certify that, pursuant to the authority conferred upon the Board of Directors of **COHEDRAL ADVISORS, INC.** (the "Corporation") a corporation organized and existing under the Florida Business Corporation Act, by Florida Statute 607.0821 and Florida Statute 607.0602 and pursuant to a Board of Directors meeting held on June 27, 2006 whereby all of the members of the Corporation's Board of Directors, unanimously voted for the issuance of 2,400 shares of its Class 'A' Preferred Stock, (the "Preferred Stock"), \$.001 par value, and the Amendment of the Corporation's Articles of Incorporation to provide for the rights and preferences of the Preferred Stock, and there being no shareholder action required, the Corporation Articles of Incorporation are hereby Amended as follows:

ARTICLE V CAPITAL STOCK

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS OF CLASS A
PREFERRED STOCK**

1. **Designation and Rank.** The number and designation of the Class "A" Preferred Stock fixed by this amendment shall be 2,400 Shares of "Series A Convertible Preferred Stock" (hereinafter referred to as the "Convertible Preferred Stock"), all of which shall rank equally and be identical in all respects.
2. **Face Value.** The face value of the Series A Convertible Preferred Stock shall be \$5,000 per share.
3. **Redemption Rights.** Upon receipt of a Notice to Convert from the holder, Buyer shall have 20 days to redeem the Preferred Shares noticed for conversion. The redemption price of the Preferred Stock shall be equal to its face value.
4. **Conversion.**
 - (a) **Conversion Rights.** Beginning 10 years from the date of issuance, the holder of the Series A Convertible Preferred Stock shall have the right to convert the Series A Convertible Preferred Stock" into shares of the Corporation's Class A Common Stock equal to 51% of Buyer's issued and outstanding common shares at the time of conversion
 - (b) **Mechanics of Conversion.** Before any holder of the Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Preferred Stock, and shall give written notice by facsimile or otherwise (the "Conversion Notice") to the Corporation at such office that such holder elects to convert the same and shall state therein such holder's name or the name of its nominees in which such

holder wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, have 20 days to redeem the Preferred Shares noticed for conversion. If the Preferred Shares are not redeemed at the close of business on the 20th day, than as soon as practicable thereafter, but in any event within five business days, the Corporation will issue and deliver or cause to be issued and delivered to such holder of Preferred Stock, or to its nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled. Such conversion shall be deemed to have been made on the date that the Corporation receives the Conversion Notice by facsimile or otherwise, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date. Upon the conversion of any shares of Preferred Stock, such shares shall be restored to the status of authorized but unissued shares and may be reissued as a new series by the Corporation at any time.


(c) **Common Stock Reserved.** The Corporation shall reserve and keep available out of its authorized but unissued Class A Common Stock such numbers of shares of Class A Common Stock as shall from time to time be sufficient to effect conversion of all of the then outstanding shares of Preferred Stock. In the event there are insufficient shares to effect a conversion, the Corporation shall increase the number of authorized shares to effect conversion, the holder shall be entitled to vote with the holders of the Common Stock, as a single class, where each share of Preferred Stock shall be entitled to that number of votes to which it would be entitled had all of its shares of Preferred Stock been converted into shares of Common Stock were notice of conversion given on the date of such vote. No sale or disposition of all or substantially all of the Corporation's assets shall take place without approval of the holders of the Convertible Preferred Stock, voting as a single class.

(d) **Voting Rights of Convertible Preferred Stock.** Except as otherwise required by law and as provided for in Section 3(c), the holders of outstanding shares of Preferred Stock shall not be entitled to vote on any matters submitted to the stockholders of the Corporation.

5. **Liquidation Rights.** If the Corporation shall be voluntarily or involuntarily liquidated, dissolved or wound up, at any time when any shares of Preferred Stock shall be outstanding, the holders of the then outstanding shares of Preferred Stock shall have a preference in distribution of the Corporation's property available for the distribution to the holders of any other class of capital stock of the Corporation, including but not limited to, the Common Stock, equal to \$5,000.00 consideration per share.

6. **Dividends.** The holder of the Series A Convertible Preferred Stock shall be entitled to dividends in the amount of \$20,000 per annum.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation has been executed and attested by the undersigned duly authorized officers of the Corporation as of the 20th day of June 2006.



W. A. Dorow, President and Sole Director