

PO6000110911

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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUL 17 AM 9:34

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Amend
C.COULLETTE

JUL 23 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WeoGeo, Inc.

DOCUMENT NUMBER: P06000110911

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

Please return all correspondence concerning this matter to the following:

Jessica Britt
Name of Contact Person

WeoGeo, Inc.
Firm/ Company

2828 SW Corbett Ave Suite 140
Address

Portland, OR 97209
City/ State and Zip Code

jbritt@weoGeo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica Britt at (813) 765-8244
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input 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

WeoGeo, Inc.

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

PO6000110911

(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)

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TALLAHASSEE, FLORIDA

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

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)

Article III of the Corporation's Articles of Incorporation is hereby amended by deleting the current Article III in its entirety and replacing it with the following "Article III - Shares: The Corporation shall have authority to issue 20,000,000 common shares with a par value of \$ 0.01 per share."

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)

see attached

**ANNEX A TO
JOINT ACTION BY WRITTEN CONSENT**

Amendment to Articles of Incorporation

WHEREAS, the Board and the Shareholders deem it advisable and in the best interest of the Corporation to increase the authorized capital stock of the Corporation 20,000,000 shares of common stock, par value \$0.01 per share; and

WHEREAS, the Board and the Shareholders have reviewed the terms and provisions of the Articles of Amendment to the Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Articles of Amendment"), believe that the Articles of Amendment, and the changes, alternations, amendments, additions and deletions to the Articles of Incorporation set forth therein, are advisable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of the Corporation be, and hereby are, amended in the manner set forth in the Articles of Amendment attached hereto as Exhibit A; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute, and file for and on behalf of the Corporation such Articles of Amendment in the form and manner required by the laws of the State of Florida, and to execute and deliver any and all certificates, authorizations, and other written instruments and in general to do all acts necessary or appropriate to carry out the purposes of the foregoing resolutions.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WEOGEO, INC.**

P06000110911
(Document Number of Corporation)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Weogeo, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Weogeo, Inc.
2. Article III of the Corporation's Articles of Incorporation is hereby amended by deleting the current Article III in its entirety and replacing it with the following:

**"ARTICLE III
Shares**

The Corporation shall have authority to issue 20,000,000 common shares with a par value of \$0.01 per share."

3. The amendment was adopted by the board of directors of the Corporation on January 28, 2008, and approved by the shareholders of the Corporation on January 28, 2008.
4. The amendment was approved by the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.
5. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Weogeo, Inc. on January 28, 2008.

WEOGEO, INC.

By: 

W. Paul Bissett III, *President*

WEOGEO, INC.

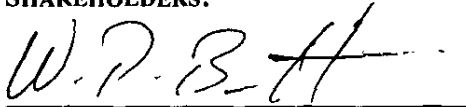
**Joint Action by Written Consent
in Lieu of Special Meetings of
the Board of Directors and Shareholders**

Pursuant to the provisions of Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the undersigned, being all the members of the Board of Directors (the "Board") and one or more shareholders (the "Shareholders") holding a least a majority of the issued and outstanding common stock of **WEOGEO, INC.**, a Florida corporation (the "Company"), in lieu of special meetings of the Board and the Shareholders, do hereby consent to the adoption of and do hereby adopt the resolutions attached hereto as Annex A:

This consent may be executed in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one instrument. A copy of this consent, signed and delivered by telecopy, facsimile, or other electronic transmission, shall be considered an original, executed consent.

IN WITNESS WHEREOF, the undersigned have executed this consent effective as of January 28, 2008.

SHAREHOLDERS:



W. Paul Bissett III

DIRECTORS:



W. Paul Bissett III

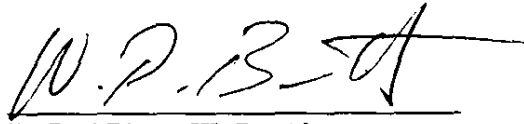


David D. R. Kohler

**CERTIFICATE OF THE PRESIDENT
OF
WEOGEO, INC.**

The undersigned, being the duly and validly elected President of **WEOGEO, INC.**, a Florida corporation (the "Company"), does hereby certify that on February 6, 2008, the Notice of Action by Written Consent of the Shareholders dated February 6 2008, a copy of which is attached hereto as Exhibit A (the "Notice"), was mailed to each shareholder of the Company who did not consent in writing to the action described in the Notice.

The undersigned has executed this Certificate on February 6, 2008.



W. Paul Bissett III, *President*

The date of each amendment(s) adoption: January 28, 2008, ~~February 6, 2008~~
(date of adoption is required)

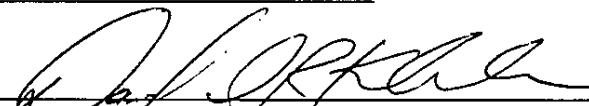
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 _____

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)

David D. R. Kohler
(Typed or printed name of person signing)

Vice - President
(Title of person signing)