

PO6000140411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Am 1
xll 3/10/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Empire Pizza Holdings, Inc.

DOCUMENT NUMBER: P06000140411

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

Please return all correspondence concerning this matter to the following:

Mike Kilburn

Name of Contact Person

SVCC

Firm/ Company

213 West Main Street, PO Box 725

Address

Sackets Harbor, NY 13685

City/ State and Zip Code

contact@seawaycapital.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Kilburn

Name of Contact Person

at (315)

646-7101

Area Code & Daytime Telephone Number

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

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$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

Empire Pizza Holdings, Inc.

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

(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)

(City)

_____, Florida
(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

eff
3/18

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TALLAHASSEE, FLORIDA

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>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ 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)

Dividend of 5 shares of Harbor Brewing Company, Inc. and 1,000 shares of Seaway
Valley Capital Corporation for every round lot of 250,000 shares of Empire Pizza
common stock shares.

The date of each amendment(s) adoption: February 23, 2011

Effective date if applicable: March 18, 2011 (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

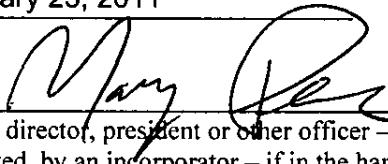
by _____."
(voting group)

☐ 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 February 23, 2011

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)

Maury Peters

(Typed or printed name of person signing)

Chairman & President

(Title of person signing)

**MAJORITY WRITTEN CONSENT OF SHAREHOLDERS
OF
EMPIRE PIZZA HOLDINGS, INC.
IN LIEU OF MEETING OF THE SHAREHOLDERS**

The undersigned, constituting a majority of the issued and outstanding shares of Empire Pizza Holdings, Inc. (f/k/a Wisebuys, Inc.), a Florida corporation (the "Corporation") entitled to vote thereon (the "Shareholders"), acting pursuant to the provisions of Section 607.0704 of the Florida Business Corporations Act, hereby consent to take the following actions and adopt the following resolutions effective as of the date indicated below:

DIVIDEND

WHEREAS, the Shareholders have been advised by the Board of Directors (the Board") of the Corporation that it believes that it is in the best interest of the Corporation and the shareholders thereof for the Corporation to effect a dividend of shares held of Harbor Brewing Company, Inc. and Seaway Valley Capital Corporation. The ratios for the respective share distributions shall be set at five common stock shares of Harbor Brewing and one thousand common stock shares of Seaway Valley for each even number of two hundred fifty thousand shares of Wisebuys' common stock held. Shareholders of record as of March 18, 2011 will be able to participate in the dividend distribution. (the "Dividend"); and

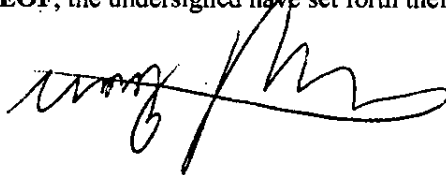
WHEREAS, the Shareholders believe it is in the best interest of the Corporation to authorize and approve the Dividend and the actions contemplated thereby as proposed by the Board.

NOW, THEREFORE, BE IT RESOLVED, THAT the Dividend, and the actions contemplated thereby are hereby authorized and approved.

GENERAL RESOLUTION

FINALLY, BE IT RESOLVED FURTHER, THAT the Board of Directors and Officers of the Corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned have set forth their hand as of this
23rd day of February 2011.



Shareholder Name: Maury Peters
Number of Common Shares: 1,809,513,746 (pct of Common Shares: 70%)
Number of Series A Preferred Shares: 1 (pct of Series A Preferred 100%)
Number of Series B Preferred Shares: 100,000 (pct of Series B Preferred 100%)
Total Capital Stock Voting Percentage (85%)
By: Maury Peters, Individually

NEW YORK STATE ACKNOWLEDGEMENT

State of New York

County of Jefferson } SS:

On the 23rd day of February in the year 2011, before me,

Kelly JC Burns, the undersigned Notary Public, personally appeared

Maurice J Peters
NAME(S) OF SIGNER(S)

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____
☐ whose identity I proved on the oath/affirmation of _____
_____, a credible witness

to be the person(s) whose name(s) is/are subscribed to the attached instrument and acknowledged to me that he/she/they executed the same for the purposes therein stated.

Kelly JC Burns
Signature of Notary

My Commission Expires 8/27/2013

Kelly JC Burns
Notary Public - State Of New York
Qualified In Jefferson County
Reg # 01BU6863380
Commission Expires 08-27-13

Majority Written Consent of Shareholders
Document Title Or Description
of Empire Pizza Holding Inc.
2/23/2011
Document Date

1
Number Of Pages

**MAJORITY WRITTEN CONSENT OF DIRECTORS
OF
EMPIRE PIZZA HOLDINGS, INC.
IN LIEU OF MEETING OF THE BOARD OF DIRECTORS**

Pursuant to the authority granted to Directors to take action by written consent without a meeting pursuant to Section 607 of the Business Organizations Law of the State of Florida, the Board of Directors (the "Directors") of Empire Pizza Holdings, Inc., (f/k/a "Wisebuys, Inc.") a Florida corporation (the "Company" or the "Corporation"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder:

DIVIDEND

WHEREAS, the Directors believe it is in the best interest of the Corporation and the majority shareholder thereof for the Corporation to effect a dividend of shares held of Harbor Brewing Company, Inc. and Seaway Valley Capital Corporation. The ratios for the respective share distributions shall be set at five common stock shares of Harbor Brewing and one thousand common stock shares of Seaway Valley for each even number of two hundred fifty thousand shares of Wisebuys' common stock held. Shareholders of record as of March 18, 2011 will be able to participate in the dividend distribution. (the "Dividend"); and

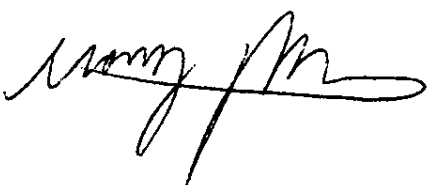
WHEREAS, the Directors have been presented with a written consent of a majority of the shares of the Corporation approving and authorizing the Dividend.

WHEREAS, the Directors believe it is in the best interest of the Corporation to authorize and approve the Dividend and the actions contemplated thereby as proposed by the Board.

NOW, THEREFORE, BE IT RESOLVED, THAT the Dividend, and the actions contemplated thereby are hereby authorized and approved.

IN WITNESS WHEREOF, the undersigned have set forth their hand as of this
23rd day of February 2011.

Maury Peters
Director and Chairman



Gary Wheeler
Director



NEW YORK STATE ACKNOWLEDGEMENT

State of New York

} SS:

County of Jefferson

On the 23rd day of February in the year 2011, before me,

Kelly JC Burns, the undersigned Notary Public, personally appeared
Mary J Peters and Gary A Wheeler.
NAME(S) OF SIGNER(S)

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____
☐ whose identity I proved on the oath/affirmation of _____
_____, a credible witness

to be the person(s) whose name(s) is/are subscribed to the attached instrument and acknowledged to me that he/she/they executed the same for the purposes therein stated.

Kelly JC Burns
Signature of Notary

My Commission Expires 8/27/2013

Majority Written Consented Directors
Document Title Or Description
of Empire Holdings Inc.
2/23/2011
Document Date

Kelly JC Burns
Notary Public - State Of New York
Qualified In Jefferson County
Reg # 01BU6063380
Commission Expires 08-27-13

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