

P06000140411

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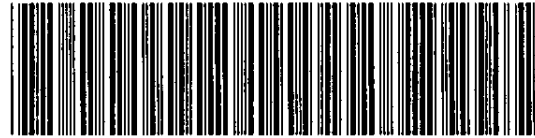
(Business Entity Name)

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*Name Change
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FILED
2013 FEB 18 PM 12:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

2/20/13

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:

M. Richard Cutler

Name of Contact Person

Cutler Law Group P.C.

Firm/ Company

3355 W Alabama, Suite 1150

Address

Houston, TX 77098

City/ State and Zip Code

rcutler@cutlerlaw.com

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

For further information concerning this matter, please call:

M. Richard Cutler

Name of Contact Person

at (713) 888-0040

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

14

Empire Pizza Holdings, Inc.

FILED

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

2013 FEB 18 PM 12:44

P06000140411

(Document Number of Corporation (if known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Vestiage, Inc.

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**)

118 Opal Ave
Newport Beach, CA 92662

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

Same

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 _____

(Florida street address)

New Registered Office 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

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

Article IV of the Certificate of Incorporation filed with the Office of the Secretary of State of Florida is hereby amended to read as follows:

IV. The total number of common stock authorized that may be issued by the Corporation is five hundred million (500,000,000) shares of common stock with a par value of one tenth of one cent (\$0.001) per share and 20,000,000 shares of preferred stock with a par value of one tenth of one cent (\$0.001) per share. To the fullest extent permitted by the laws of the State of Florida, as the same now exists or may hereafter be amended or supplemented, the board of directors may fix and determine the designations, rights, preferences or other variations of each class or series within each class of capital stock of the corporation.

Effective February 26, 2013 or as soon thereafter as legally permitted, the common stock of the Corporation shall be subject to a 1 for 160,000 reverse stock split. The record date for the reverse stock split shall be February 25, 2013 and any fractional shares resulting from the reverse stock split shall be rounded up to the next whole 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)

The date of each amendment(s) adoption: February 13, 2013

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)

Scott Kimball

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

The date of each amendment(s) adoption: February 13, 2013

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 2-13-13

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)

Scott Kimball

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)