

P07000000492

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(City/State/Zip/Phone #)

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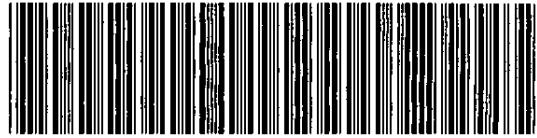
(Document Number)

Certified Copies _____

Certificates of Status _____

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10 JAN 19 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLETTE

JAN 20 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harbor Brewing Company, Inc.

DOCUMENT NUMBER: P07000000492

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

Please return all correspondence concerning this matter to the following:

Tom Scozzafava

Name of Contact Person

Harbor Brewing Company, Inc.

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:

Tom Scozzafava

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

Harbor Brewing Company, Inc.

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

P07000000492

(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**)

1900 SE Kanner Hwy.

3-201

Stuart, FL 34994

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

PO Box 725

Sackets Harbor, NY 13685

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

FILED
10 JAN 19 AM 9:33
SECRETARY OF STATE
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>
_____	_____	_____	<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)

See attached Amended Articles of Incorporation;

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)

Amending Series B Preferred Certificate of Designation

The date of each amendment(s) adoption: August 24, 2009
(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 January 12, 2010

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)

Thomas W. Scozzafava
(Typed or printed name of person signing)

Chairman and CEO
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I - NAME

The name of the corporation shall be:

HARBOR BREWING COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

Principal Office:

1900 SE Kanner Hwy.
3-201
Stuart, FL 34994

With Offices:

213 West Main Street
PO Box 725
Sackets Harbor, NY 13685

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: Any and all lawful purposes.

ARTICLE IV - SHARES

The number of shares of stock is: See Attached.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

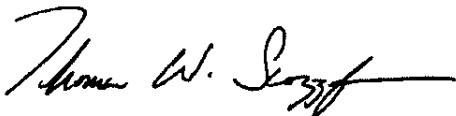
List name(s), address(es) and specific title(s):

Thomas W. Scozzafava, President & Chairman
1900 SE Kanner Hwy., Stuart, FL 34994

ARTICLE VI - REGISTERED AGENT

None

Thomas W. Scozzafava, Chairman

A handwritten signature in black ink, appearing to read "Thomas W. Scozzafava", with a stylized flourish at the end.

CAPITAL STOCK

1. Common Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 5,000,000,000 shares of common stock, \$0.0001 par value per share.
2. Preferred Stock.
 - (a) The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of preferred stock, no par value per share.
 - (b) Subject to the requirements of Chapter 607 of the laws of the State of Florida, the Board of Directors is authorized and empowered to issue shares of preferred stock in one or more series and with such designations, preferences and limitations as the Board of Directors, in its business judgment, determines is in the best interest of the corporation.

**CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES
A PREFERRED STOCK OF
HARBOR BREWING COMPANY, INC.**

Pursuant to the Business Organizations Law of the State of Florida

Harbor Brewing Company, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on August 24, 2009, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 50,000,000 shares of Preferred Stock of the Corporation, no par value (the "Preferred Stock"):

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Preferred Stock" (such series being hereinafter called "**Series A Preferred Stock**"), and the preferences and relative, participating, optional or other special rights of the Series A Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

Number of Shares; Stated Value and Dividends. The Corporation hereby designates one (1) share of the authorized shares of preferred stock as Series A Preferred Stock. The stated value of the Series A Preferred Stock shall be no par value. The holder of share of Series A Preferred Stock shall not be entitled to receive dividends.

Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Series A Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of *Series A Preferred Stock*. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. *For purposes of this Section 2*, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

Redemption. The Series A Preferred Stock is not redeemable without the prior written consent of the holder of such Series A Preferred Stock.

Conversion. The share of Series A Preferred Stock shall be convertible, at the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation

into such number of fully paid and non-assessable shares of common stock of the Corporation as is determined by mutual agreement of the Corporation and the holder of the Series A Preferred Stock at the time of conversion.

Voting Rights. The holder of the share of Series A Preferred Stock shall have the following voting rights:

- (a) The holder of the share of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.
- (b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Series A Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Series A Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Series A Preferred Stock shall be equal to at least fifty-one percent (51 %) of all votes entitled to be cast.
- (c) Without the written consent of the holder of the share of Series A Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Series A Preferred Stock. Status of Redeemed Stock. In the event the share of Series A Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of preferred stock.

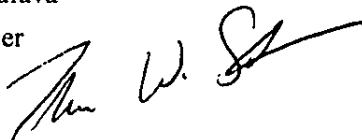
Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Series A Preferred Stock.

IN WITNESS WHEREOF, Harbor Brewing Company, Inc. has caused this Certificate of Designation to be signed by Thomas W. Scozzafava, its Chief Executive Officer and President, this 24th day of August 2009.

HARBOR BREWING COMPANY, INC.

/S/ Thomas W. Scozzafava

Chief Executive Officer



CERTIFICATE OF DESIGNATION
SERIES B CONVERTIBLE PREFERRED STOCK
(\$.0001 Par Value)
of

HARBOR BREWING COMPANY, INC.

Pursuant to General Corporation Law of the State of Florida

Harbor Brewing Company, Inc., a corporation organized and existing under the law of the State of Florida (the "Corporation"), in accordance with the Article IV of the Certificate of Incorporation of the Corporation, DOES HEREBY CERTIFY as follows:

That pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of the Corporation, as amended ("Certificate of Incorporation"), the Board of Directors of the Corporation by resolution adopted by written consent in lieu of meeting dated August 24, 2009, adopted the following resolution amending and superseding the Corporation's previous filings and designation, hereby amending the number of "Series B Preferred" shares to 100,000 and amending the a Series B Convertible Preferred Stock Certificate of Designation, \$.0001 par value per share, as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series B Convertible Preferred Stock" and the number of shares constituting such series shall be 100,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Convertible Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series B Convertible Preferred Stock.

Section 2. Voting. The holders of the Series B Preferred Stock shall have the following voting rights: Each share of Series B Preferred Stock shall entitle the holder thereof, on all matters submitted to a vote of the stockholders of the Corporation, to that number of votes as shall be equal to the aggregate number of shares of Common Stock into which such holder's shares of Series B Preferred Stock are convertible on the record date for the stockholder action.

Section 3. Dividends. In the event that the Corporation's Board of Directors declares a dividend payable to holders of any class of stock, each holder of shares of Series B Preferred Stock shall be entitled to receive a dividend equal in amount and kind to that payable to the holder of the number of shares of the Corporation's Common Stock into which that holder's Series B Preferred Stock could be converted on the record date for the dividend.

Section 4. Liquidation. Upon the liquidation, dissolution and winding up of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or from earnings available for distribution to its stockholders, before any amount shall be paid to the holders of Common Stock but after payment of distributions payable to the holders of the Series A Preferred Stock, the sum of one tenth of One Cent (\$.0001) per share, after which the holders of Series B Preferred Stock shall share in the distribution with the holders of the

Common Stock on a pari passu basis, except that in determining the appropriate distribution of available cash among the shareholders, each share of Series B Preferred Stock shall be deemed to have been converted into the number of shares of the Corporation's Common Stock into which that holder's Series B Preferred Stock could be converted on the record date for the distribution.

Section 5. Conversion. Subject to and in compliance with the provisions of this Section 5, any shares of Series B Preferred Stock may, at any time, at the option of the holder thereof, be converted into fully paid and non-assessable shares of Common Stock (a "Conversion"). The number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled upon the Conversion shall equal the sum of (a) the product obtained by (A) multiplying the number of Fully-Diluted Common Shares by nine (9), then (B) multiplying the result by a fraction, the numerator of which will be the number of shares of Series B Preferred Stock being converted and the denominator of which will be the number of issued and outstanding shares of Series B Preferred Stock, less (b) the number of shares of Common Stock beneficially owned by the holder prior to the Conversion, including Common Stock issuable on conversion of any convertible securities beneficially owned by the holder. The term "Fully-Diluted Common Shares" means the sum of the outstanding Common Stock plus all shares of Common Stock that would be outstanding if all securities that could be converted into Common Stock without additional consideration were converted on the Conversion Date, but shall not include Common Stock issuable on conversion of the Series B Preferred Stock.

(i) **Conversion Notice.** The holder of a share of Series B Preferred Stock ("Holder") may exercise its conversion right by giving a written conversion notice (the "Conversion Notice") (A) by facsimile to the Corporation confirmed by a telephone call or (B) by overnight delivery service, with a copy by facsimile to the Corporation's transfer agent for its Common Stock, as designated by the Corporation from time to time (the "Transfer Agent") and to its counsel, as designated by the Corporation from time to time. If such conversion will result in the conversion of all of the Holder's Series B Preferred Stock, the Holder shall also surrender the certificate for its Series B Preferred Stock to the Corporation at its principal office (or such other office or agency of the Corporation which it may designate by notice in writing to the Holder) at any time during its usual business hours on the date set forth in the Conversion Notice.

(ii) **Issuance of Certificates; Time Conversion Effected.**

A. Promptly, but in no event more than three (3) "Trading Days," (defined herein as a day on which the New York Stock Exchange is open for the trading of securities) after the receipt of the Conversion Notice referred to in Subsection 5 (i) and surrender of the Series B Preferred Stock certificate (if required), the Corporation shall issue and deliver, or the Corporation shall cause to be issued and delivered to the Holder, registered in such name or names as the Holder may direct, a certificate or certificates for the number of whole shares of Common Stock into which the Series B Preferred Stock has been converted. In the alternative, if the Corporation's Transfer Agent is a participant in the electronic book transfer program, the Transfer Agent shall credit such aggregate number of shares of Common Stock to which the Holder shall be entitled to the Holder's or its designee's balance account with The Depository Trust Corporation. Such Conversion shall be deemed to have been effected, and the "Conversion Date" shall be deemed to have occurred, on the date on which such Conversion Notice shall have been received by the Corporation and at the time specified stated in such Conversion Notice, which must be during the calendar day of such notice. The rights of the Holder of the Series B Preferred Stock shall cease, and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such Conversion shall be deemed to have become the

holder or holders of record of the shares represented thereby, on the Conversion Date. Issuance of shares of Common Stock issuable upon conversion that are requested to be registered in a name other than that of the registered Holder shall be subject to compliance with all applicable federal and state securities laws.

B. The Corporation understands that a delay in the issuance of the shares of Common Stock beyond three (3) Trading Days after the Conversion Date could result in economic loss to the Holder of the Series B Preferred Stock. As compensation to the Holder for such loss, the Corporation agrees to pay the Holder's actual losses occasioned by any "buy-in" of Common Stock necessitated by such late delivery. Furthermore, in addition to any other remedies that may be available to the Holder, if the Corporation fails for any reason to effect delivery of such shares of Common Stock within five (5) Trading Days after the Conversion Date, the Holder will be entitled to revoke the relevant Conversion Notice by delivering a notice to such effect to the Corporation. Upon delivery of such notice of revocation, the Corporation and the Holder shall each be restored to their respective positions immediately prior to delivery of such Conversion Notice, except that the Holder shall retain the right to receive the actual cost of any "buy-in."

(iii) **Fractional Shares.** The Corporation shall not, nor shall it cause the Transfer Agent to, issue any fraction of a share of Common Stock upon any Conversion. All shares of Common Stock (including fractions thereof) issuable upon a Conversion of shares of Series B Preferred Stock by the Holder shall be aggregated for purposes of determining whether the Conversion would result in the issuance of a fraction of a share of Common Stock. If, after such aggregation, the issuance would result in the issuance of a fraction of a share of Common Stock, the Corporation shall round, or cause the Transfer Agent to round, such fraction of a share of Common Stock up to the nearest whole share.

(iv) **Reorganization, Reclassification, Consolidation, Merger or Sale.** Any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Corporation's assets or other transaction which is effected in such a way that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock is referred to herein as an "Organic Change." Prior to the consummation of any Organic Change, the Corporation will make appropriate provision (in form and substance reasonably satisfactory to the Holder) to insure that the Holder will thereafter have the right to acquire and receive in lieu of or in addition to (as the case may be) the shares of Common Stock otherwise acquirable and receivable upon the conversion of its Series B Preferred Stock, such shares of stock, securities or assets as would have been issued or payable in such Organic Change with respect to or in exchange for the number of shares of Common Stock that would have been acquirable and receivable had this Series B Preferred Stock been converted into shares of Common Stock immediately prior to such Organic Change (without taking into account any limitations or restrictions on the timing of conversions). In any such case, the Corporation will make appropriate provision (in form and substance reasonably satisfactory to the Holder) with respect to the Holder's rights and interests to insure that the provisions of this Section 5 (iv) will thereafter be applicable to the Series B Preferred Stock. The Corporation will not effect any such consolidation, merger or sale, unless prior to the consummation thereof, the successor entity (if other than the Corporation) resulting from consolidation or merger or the entity purchasing such assets assumes, by written instrument (in form and substance reasonably satisfactory to the holders of a more than sixty-six and two-thirds percent (66-2/3%) of Series B Preferred Stock then outstanding), the obligation to deliver to each holder of Series B Preferred Stock such shares of stock, securities or assets as, in accordance with the foregoing provisions, such holder may be entitled to acquire.

Section 6. Vote to Change the Terms of or Issue Series B Preferred Stock. The affirmative vote at a meeting duly called for such purpose, or the written consent without a meeting, of the holders of not less than sixty-six and two-thirds percent (66 2/3%) of the then outstanding shares of Series B Preferred Stock shall be required for (i) any change to the Corporation's Certificate of Incorporation that would amend, alter, change or repeal any of the preferences, limitations or relative rights of the Series B Preferred Stock, or (ii) any issuance of additional shares of Series B Preferred Stock.

Section 7. Notices. In case at any time:

- (i) the Corporation shall declare any dividend upon its Common Stock payable in cash or stock or make any other pro rata distribution to the holders of its Common Stock; or
- (ii) the Corporation shall offer for subscription pro rata to the holders of its Common Stock any additional shares of stock of any class or other rights; or
- (iii) there shall be any Organic Change;

then, in any one or more of such cases, the Corporation shall give, by first class mail, postage prepaid, or by facsimile or by recognized overnight delivery service to non-U.S. residents, addressed to the Registered Holders of the Series B Preferred Stock at the address of each such Holder as shown on the books of the Corporation, (i) at least twenty (20) Trading Days' prior written notice of the date on which the books of the Corporation shall close or a record shall be taken for such dividend, distribution or subscription rights or for determining rights to vote in respect of any such Organic Change and (ii) in the case of any such Organic Change, at least twenty (20) Trading Days' prior written notice of the date when the same shall take place. Such notice in accordance with the foregoing clause (i) shall also specify, in the case of any such dividend, distribution or subscription rights, the date on which the holders of Common Stock shall be entitled thereto, and such notice in accordance with clause (ii) shall also specify the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon such Organic Change.

Section 8. Record Owner. The Corporation may deem the person in whose name shares of Series B Preferred Stock shall be registered upon the registry books of the Corporation to be, and may treat him as, the absolute owner of the Series B Preferred Stock for the purposes of conversion or redemption and for all other purposes, and the Corporation shall not be affected by any notice to the contrary. All such payments and such conversion shall be valid and effective to satisfy and discharge the liabilities arising hereunder to the extent of the sum or sums so paid or the conversion so made.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed by its duly authorized officer this 24th day of August, 2009.

HARBOR BREWING COMPANY, INC.

/s/ Thomas W. Scozzafava
Chief Executive Officer

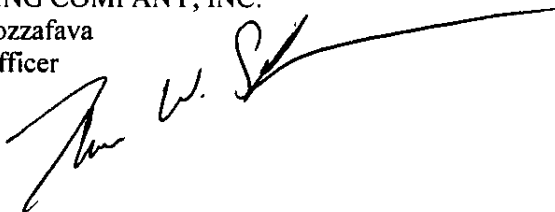


Exhibit A
NOTICE OF CONVERSION

Reference is made to the Certificate of Designation of SERIES B CONVERTIBLE PREFERRED STOCK dated August 24, 2009 (the "Certificate of Designation"), of HARBOR BREWING COMPANY, INC., a Florida corporation (the "Corporation"). In accordance with and pursuant to the Certificate of Designation, the undersigned hereby elects to convert the number of shares of Series B Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Shares") indicated below into shares of Common Stock, par value \$0.0001 per share (the "Common Stock"), of the Company, by tendering the stock certificate(s) representing the Preferred Shares specified below as of the date specified below.

Date of Conversion: _____

Number of Preferred Shares to be converted: _____

Please confirm the following information:

Number of shares of Common Stock to be issued: _____

Please issue the Common Stock into which the Preferred Shares are being converted in the following name and to the following address:

Issue to: _____

Address: _____

Facsimile Number: _____

Authorization: _____

By: _____

Title: _____