

PD70000018822

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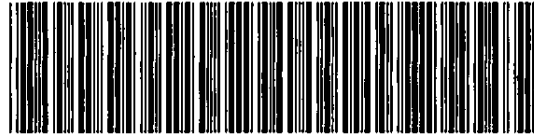
(Business Entity Name)

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FILED
07 JUL 12 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
JF

DAVID M. BOVI, P.A.

David M. Bovi
Counselor At Law
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The Comeau Building
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July 6, 2007

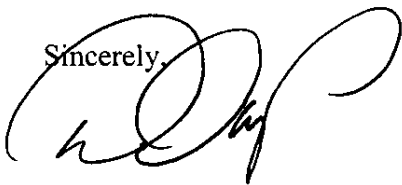
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Highpoint Capital Holdings, Inc.
Document Number P07000018822

Enclosed are the original and one copy of the articles of amendment to articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 700
West Palm Beach, Florida 33401

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HIGHPOINT CAPITAL HOLDINGS, INC.**

FILED
07 JUL 12 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.106 of the Florida Statutes, the undersigned corporation adopts the following amendment to its articles of incorporation:

1. The name of the corporation is Highpoint Capital Holdings, Inc.
2. The following amendment to the articles of incorporation was adopted and approved by the shareholders on June 28, 2007. The number of votes cast for the amendment was sufficient for approval.

Article III of the original articles of incorporation shall be deleted and replaced with the following:

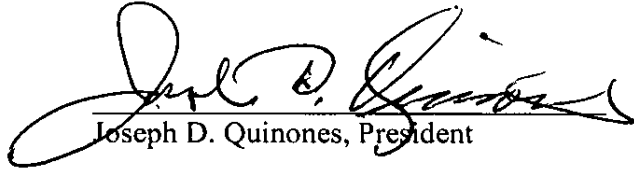
ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100,000 shares of Common Stock, \$0.001 par value.
2. 100,000 shares of Preferred Stock, \$0.001 par value. The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Preferred Stock are as follows:
 - A. Dividend Provisions. The holders of the Preferred Stock will be entitled to share a dividend equal to 40% of the corporation's legally available net profits, payable annually upon completion of the corporation's annual audit. Dividends on Preferred Stock will be in preference to any dividends paid on Common Stock. Dividends on the Preferred Stock will be noncumulative.
 - B. Liquidation Preference. In the event of any liquidation or winding up of the Company, the holders of Preferred Stock will be entitled to receive in preference to the holders of Common Stock an amount equal to their original issue per share price plus all unpaid dividends (if any). The Preferred Stock shall not be participating so that after payment of the original issue prices to the holders of Preferred Stock, the holders of Preferred Stock shall not be entitled to any distributions of any remaining assets. A merger, acquisition or sale of substantially all of the assets of the Company in which the shareholders of the Company do not own a majority of the outstanding shares of the surviving corporation shall be deemed a liquidation.

- C. Voting Rights. The shares of the Preferred Stock shall have no voting rights or powers on any matters that holders of Common Stock are entitled to vote on. Each share of the Preferred Stock is only entitled to vote one (1) vote per share on matters relating to the Preferred Stock, without provision for cumulative voting.
- D. Redemption. The Company may, at any time, redeem all or some of the Preferred Stock, pro rata among the holders of Preferred Stock, upon the payment to the holders of Preferred Stock the amount equal to 115% of the original issue price per share of the redeemed Preferred Stock plus all unpaid dividends (if any).

Signed this 28th day of June 2007



Joseph D. Quinones, President