

P07000021051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

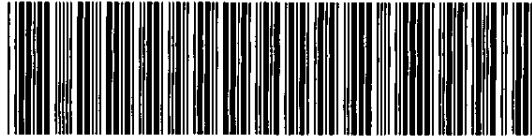
(Business Entity Name)

(Document Number)

Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



300117019813

02/06/08--01034--006 **35.00

ר
ל
ח
ס

2008 MAR -3 AM 9:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Theris
3/3/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Pepsom Group, Inc.

DOCUMENT NUMBER: p07000021051

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

Please return all correspondence concerning this matter to the following:

Russell C. Weigel, III

(Name of Contact Person)

Russell C. Weigel, III, P.A.

(Firm/ Company)

5775 Blue Lagoon Drive, Suite 100

(Address)

Miami, FL 33126

(City/ State and Zip Code)

For further information concerning this matter, please call:

Russell C. Weigel, III

(Name of Contact Person)

at (786) 888-4567

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

RUSSELL C. WEIGEL, III, P.A.
ATTORNEYS AT LAW

5775 BLUE LAGOON DRIVE
SUITE 100
MIAMI, FLORIDA 33126
INFO@INVESTMENTATTORNEYS.COM

February 28, 2008

Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Return Filing of Amended Articles

Ladies and Gentlemen:

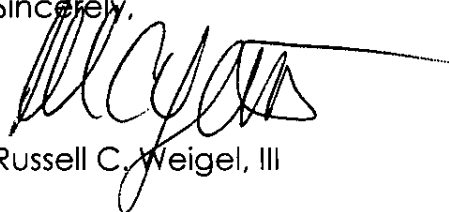
Enclosed please find:

- original and one copy of Amended Articles of Incorporation
- Copy Of Correspondence from the Division.

The filing fee has been paid previously. Please accept the enclosed Amended Articles for filing.

Thank you in advance for your assistance.

Sincerely,



Russell C. Weigel, III

RECEIVED BY STATE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2008

RUSSELL C. WEIGEL, III, ESQ.
RUSSELL C. WEIGEL, III, P.A.
5775 BLUE LAGOON DRIVE, SUITE 100
MIAMI, FL 33126

SUBJECT: THE PEPSOM GROUP, INC.
Ref. Number: P07000021051

RECEIVED
2008 MAR -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for THE PEPSOM GROUP, INC. and checked (s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An amendment cannot be filed to change the effective date.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If the corporation is a **PROFIT** corporation it must be signed 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.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return your document, along with a copy of this letter, within 60 days or

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 808A00008785

AMENDED ARTICLES OF INCORPORATION
OF
THE PEPSOM GROUP, INC.

The undersigned signs the following Amended Articles of Incorporation under the laws of the State of Florida. The number of votes cast for the amendment by the shareholders was sufficient for approval.

FIRST: Name.

The name of the corporation shall be:

The Pepsom Group, Inc.

(hereinafter the "Corporation").

SECOND: Duration, Effective Date, Purpose.

Section 2.1. Duration. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

Section 2.2. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (FBCA).

THIRD: Capital Stock.

Section 3.1. Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 17,000,000 shares.

Section 3.2. Common Stock. The aggregate number of shares of common stock (referred to herein as "Class 'A' Common Stock") that the Corporation shall have authority to issue is 15,000,000 with a par value of \$0.01 per share. Except as

FILED
2008 MAR -3 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Class "A" Common Stock as to dividends or upon liquidation, the holders of Class "A" Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote, if the holder of the Class "A" Common Stock has more than five percent (5%) of the issued and outstanding Class "A" Common Stock as of the record date for a particular shareholder meeting. The Class "A" Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

Section 3.3. Preferred Stock. The aggregate number of shares of preferred stock (referred to herein as "Preferred Stock") that the Corporation shall have authority to issue is 2,000,000 with no par value.

(a) Board Authorized to Fix Terms. The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The

authority' of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(i) the number of shares constituting that series, including the authority to increase or decrease such number, and the distinctive designation of that series;

(ii) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the date or dates from which they shall be cumulative and the relative rights of priority, if any, in the payment of dividends on shares of that series;

(iii) the voting rights, if any, of the shares of that series in addition to the voting rights provided by law and the terms of any such voting rights;

(iv) the terms and conditions, if any, upon which shares of that series shall be convertible or exchangeable for shares of any other class or classes of stock of the Corporation or other entity, including provision for adjustment of the conversion or exchange rate upon the occurrence of such events as the Board of Directors shall determine;

(v) the right, if any, of the Corporation to redeem shares of that series and the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary according to different conditions and different redemption dates;

(vi) the obligation, if any, of the Corporation to retire shares of that series pursuant to a retirement or sinking fund or fund of a similar nature for the redemption or purchase of shares of that series and the terms and conditions of such obligation;

(vii) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series;

(viii) the preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation, and

(ix) any other rights, preferences and limitations of the shares of that series as may be permitted by law.

(b) Dividend Preference. Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on shares of common stock with respect to the same dividend period.

(c) Relative Liquidation Preference. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets

available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with their respective priorities and preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

(d) Reissuance of Preferred Stock. Subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock, shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms, shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and maybe reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Florida Secretary of State, be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock.

FOURTH: Corporate Address, Registered Office, and Agent.

The street address of the Corporation's registered and principal office is:

4141 N.E. 2nd Avenue
Suite 101-J
Miami, Florida 33137.

The registered agent shall be Russell C. Weigel, III, P.A., whose address is:

5775 Blue Lagoon Drive
Suite 100
Miami, Florida 33126.

FIFTH: Directors.

The names and addresses of the current directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignations or removals from office are:

John E. Brown, III
4141 N.E. 2nd Avenue
Suite 101-J
Miami, Florida 33137

Miyako Haag
4141 N.E. 2nd Avenue
Suite 101-J
Miami, Florida 33137.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

SIXTH: Indemnification.

The Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. The Corporation may indemnify employees, agents and others as the bylaws may provide.

SEVENTH: Incorporator.

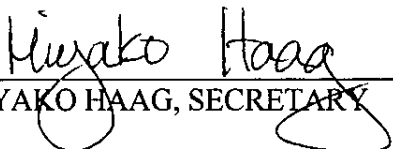
The name and address of the incorporator of the Corporation is:

John E. Brown, III
4141 N.E. 2nd Avenue
Suite 101-J
Miami, Florida 33137.

EIGHTH: Amendment, Alteration, Repeal.

From time to time any of the provisions of these Amended Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said law, and all rights at any time conferred upon the stockholders of the Corporation by these Amended Articles of Incorporation are granted subject to the provisions of this Article EIGHTH.

Executed at Miami, Florida this 15th day of February, 2008.



MIYAKO HAAG, SECRETARY

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of The Pepsom Group, Inc., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 15th day of Florida, 2008.

RUSSELL C. WEIGEL, III, P.A.

By 

Russell C. Weigel, III
Registered Agent