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**ARTICLES OF AMENDMENT TO THE AMENDED  
ARTICLES OF INCORPORATION OF  
SOLARIS HOLDINGS INTERNATIONAL INCORPORATED**

**CERTIFICATE OF DESIGNATION,  
PREFERENCES AND RIGHTS OF SERIES A  
CONVERTIBLE PREFERRED STOCK**

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The undersigned Chief Executive Officer of SOLARIS HOLDINGS INTERNATIONAL INCORPORATED (the "Corporation"), a company organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Corporation's Articles of Incorporation, and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized Preferred Stock designated as Series A Convertible Preferred Stock:

**FIRST:** The Articles of Incorporation of the Corporation authorizes the issuance of Fifty million (50,000,000) shares of \$.0001 par value Common Stock ("the Common Stock") and five million (5,000,000) shares of \$.0001 par value Preferred Stock ("the Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** At a meeting of the Board of Directors, held on September 28, 2007, the directors unanimously approved the designation of up to 316,000 shares of Preferred Stock as Series A Convertible Preferred Stock. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described.

Accordingly, Article "IV" of the Articles of Incorporation of this Corporation is amended to include the following:

**Series A Convertible Preferred Stock**

1. **Designation and Number of Shares.** 316,000 shares of Preferred Stock are hereby designated as the Series A Convertible Preferred Stock (the "Series A Preferred Stock").

2. **Voting Rights.** The holders of the Series A Preferred Stock shall have the right to one (1) vote for each share of Series A Preferred Stock and shall vote as a class with the other holders of Common Stock, except as otherwise required by Florida law. To the extent that under Florida law the vote of the holders of the Series A Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the outstanding shares of the Series A Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the outstanding

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shares of Series A Preferred Stock (except as otherwise may be required under Florida law or provided herein) shall constitute the approval of such action by the class.

3. Conversion. Holders of Series A Preferred Stock may, at their option convert any shares of Series A Preferred Stock into shares of Common Stock on a one for one basis ("the Conversion Ratio").

4. Anti-Dilution Provisions. The Conversion Ratio in effect at any time and the number and kind of securities issuable upon the conversion of the Series A Preferred Stock shall be subject to adjustment from time to time, upon the happening of the following events:

(a) Consolidation, Merger, or Sale. If any consolidation or merger of the Corporation with another person, or the sale, transfer or lease of all or substantially all of its assets to another person shall be effected in such a way that holders of share of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section 4, whereby each holder of shares of Series A Preferred Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable.

(b) Common Stock Dividends, Subdivisions, Combinations, etc. In case the Corporation shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted. Such adjustment shall be made successively whenever any event listed above shall occur.

5. Redemption. Neither the Corporation nor the holders of the Series A Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series A Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Corporation. Nothing herein contained, however, shall be deemed to prohibit or impair the Corporation's ability, by agreement with any holder(s) of Series A Preferred Stock, to redeem any or all of the outstanding shares of Series A Preferred Stock at any time and from time to time, out of funds legally available therefor.

6. Miscellaneous.

(a) The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock pursuant to the

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terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.

(b) There is no sinking fund with respect to the Series A Preferred Stock.

(c) The shares of the Series A Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Certificate of Designation, Preferences and Rights and in the Articles of Incorporation of the Corporation.

(d) Holders of shares of Series A Preferred Stock have no preference on liquidation or dissolution.

(e) This Certificate of Designation may only be amended upon approval of the Board of Directors of the Corporation and the holders of one hundred percent (100%) of the outstanding shares of Series A Preferred Stock.

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to the Florida Business Corporation Act of the State of Florida on September 28, 2007.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed this Articles of Amendment to the Articles of Incorporation as of the 28th day of September, 2007.

  
Frank Rosso, Chief Executive Officer