

P07000063385

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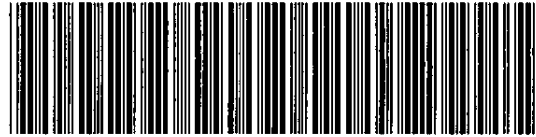
(Business Entity Name)

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*Amend*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts JUN 04 2008

May 29, 2008

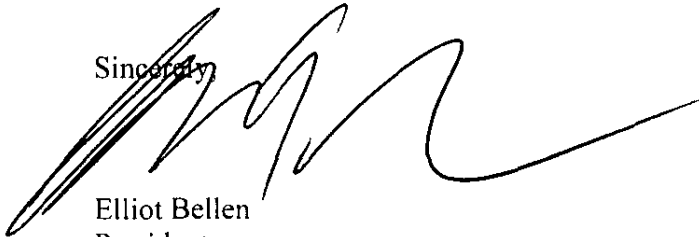
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: New Bastion Development, Inc.  
Document Number P07000063385

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,

A large, stylized handwritten signature in black ink, likely belonging to Elliot Bellen, is written over the word "Sincerely,".

Elliot Bellen  
President  
New Bastion Development, Inc.  
1000 NW 65<sup>th</sup> Street, Suite 103,  
Fort Lauderdale, Florida 33309

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW BASTION DEVELOPMENT, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following amendment to its restated articles of incorporation:

1. The name of the corporation is New Bastion Development, Inc.
2. The following amendment to the restated articles of incorporation was adopted and approved by the shareholders on February 12, 2008. The number of votes cast for the amendment was sufficient for approval.

Article III of the restated 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. 50,000,000 shares of common stock, \$0.001 par value.
2. 10,000,000 shares of preferred stock. The board of directors is authorized to provide for the issuance of such preferred stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.
3. Of these shares of preferred stock, 5,000,000 shares shall have the following preferences, limitations and relative rights:
  - A. Designation. The designation of the series of preferred stock is Series A Convertible Preferred Stock ("**Series A Preferred Stock**" or "**Series A Preferred Shares**").
  - B. Sub-series of the Series A Preferred Stock. 2,500,000 shares of the Series A Preferred Stock shall be comprised of five sub-series of 500,000 shares each, designated as Series A-1, Series A-2, Series A-3, Series A-4, and Series A-5. The par value of each share of Series A-1, Series A-2, Series A-3, Series A-4, and Series A-5 shall be \$1,000.00 and the redemption value of such sub-series shall be \$1,000.

2,500,000 shares of the Series A Preferred Stock shall be comprised of five sub-series of 500,000 shares each, designated as Series A-6, Series A-7, Series A-8,

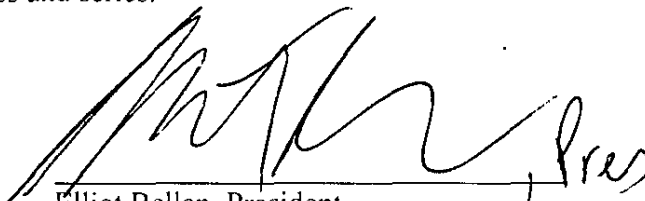
Series A-9, and Series A-10. The par value of each share of Series A-6, Series A-7, Series A-8, Series A-9, and Series A-10 shall be \$1,000 and the redemption value of such sub-series shall be determined by the Board of Directors at a future time.

All such sub-series of the Series A Preferred Stock shall be identical to each other and are designated for administrative purposes only in connection with certain contractual rights to be assigned to such sub-series that are not part of this corporation's articles of incorporation.

- C. Dividend Provisions. Dividends shall be payable pro rata on the outstanding Series A Preferred Stock on a quarterly basis at the rate of 6% of redemption value per year during the first year of issuance, 8% of redemption value per year during the second year of issuance and 12% of or redemption value per year during all years thereafter until redeemed. The dividends are cumulative. No dividends shall be paid on any Common Shares unless all dividends are currently paid on all of the Series A Preferred Stock.
- D. Liquidation Preference. In the event of any liquidation or winding up of the Company, the holders of the Series A Preferred Stock shall be entitled to receive in preference to the holders of common stock and any other class of stock the stated redemption value of the sub-series of Series A Preferred Stock held by such holders plus any accrued but unpaid dividends. The remaining balance of the proceeds from the liquidation will then be allocated to the Series A Preferred Stock and the common stock holders on an as-converted basis. At the option of the holders of Series A Preferred Stock, a merger, sale of all or substantially all of the assets of the Company, reorganization or other transaction in which control of the Company is transferred may be treated as a liquidation, dissolution or winding up for purposes of the liquidation preference, other than in connection with any reorganization of the Company with a publicly traded shell corporation.
- E. Optional Redemption. At any time upon 30 days written notice to Series A Preferred Stockholders, the Company shall have the option to redeem the Series A Preferred Stock in whole or in part at the stated redemption value. Accrued, but unpaid dividends are to be paid first.
- F. Conversion. The holders of the Series A Preferred Stock shall have the right to convert any or all of their Series A Preferred Stock to common stock at any time. The number of shares of common stock deliverable upon the conversion of one (1) share of Series A Preferred Stock be the number equal to the stated redemption value divided by the greater of \$1.00 or 20% below the 20 day average trading price of the common stock if the Company is publicly traded at the time of conversion. Any accrued but unpaid dividends will also have the right to be converted at the option of the holder.

- G. Anti-dilution Provisions. The conversion price of the Series A Preferred Stock shall be subject to appropriate adjustment in the event of a stock split, stock dividend or similar event.
- H. Voting Rights. No voting rights are attached to the Series A Preferred Stock except as otherwise provided herein.
- I. Protective Provisions. So long as at least 50 percent of the issued Series A Preferred Stock is outstanding, except as otherwise required by law and as described below, the holders of a majority of the outstanding shares of Series A Preferred Stock shall be required to approve the following matters:
- i. The creation of any senior or pari pasu security, other than a sub-series of Series A Preferred Stock ;
  - ii. Payment of dividends on common stock;
  - iii. Repurchase of common stock;
  - iv. An increase or decrease in the number of authorized shares of Series A Preferred Stock;
  - v. Any adverse change to the rights, preferences and privileges of the Series A Preferred Stock;
  - vi. Any other action materially affecting only the Series A Preferred Stock; and
  - vii. Any change in the Company's line of business.
- J. Authorization. Notwithstanding any provision herein, the Company is authorized to provide for the issuance of any number of additional sub-series of Series A Preferred Stock, all of which shall be pari pasu to any other sub-series of Series A Preferred Stock, by filing the appropriate articles of amendment with the Secretary of State of Florida, and it is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

Signed this 20th day of February 2008



Elliot Bellen, President