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Division of Corporations

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUPERBIRD TELECOM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation of SUPERBIRD TELECOM, INC., shall be stricken in its entirety.

SECOND: The corporate capitalization of SUPERBIRD TELECOM, INC., will be amended to state:

A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is mentioned below. The maximum number of common shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED AND TEN MILLION (110,000,000)** shares classified as follows:

5.1 **COMMON SHARES. ONE HUNDRED MILLION (100,000,000)** shares of common stock at the par value of **ONE THOUSANDTH OF ONE CENT (\$.00001)** each. The terms of the common shares of the Corporation shall be as follows:

5.1.1. **Notice of Shareholders' Meetings.** All holders of shares of common stock shall be identical with each other in every respect. The holders of common shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right of notice of shareholders' meetings, and,



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5.1.2. Voting. All holders of shares of common stock shall have exclusive voting rights and shall be entitled to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation and,

5.1.3. Dividends. Subject to all of the rights of the preferred shares, dividends may be paid on the common shares, as and when declared by the Board of Director(s), out of any funds of this Corporation legally available for the payment of such dividends, and

5.1.4. Liquidation. Upon voluntary liquidation, dissolution, or winding up of this Corporation, the holders of common shares shall be entitled to receive the net assets of the Corporation after distribution has been completed to holders of preferred shares, and

5.1.5. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance, and

5.1.6. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation, and

5.1.7. Unissued Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

5.2. PREFERRED SHARES. TEN MILLION (10,000,000) shares of preferred stock at the par value of ONE THOUSANDTH OF ONE CENT (\$.00001) each. The terms of the preferred shares of the Corporation shall be as follows:



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5.2.1. Dividends. The holders of preferred shares shall be entitled to receive out of any funds of this Corporation at the time legally available for the declaration of dividends at the rate of 6 percent per annum of the par value thereof, and no more, payable in cash annually, or at such intervals as the Board of Director(s) may from time to time determine, when and as declared by the Board of Director(s). Dividends on the preferred shares first issued shall accrue from the date of issuance of such shares, and dividends on all preferred shares thereafter issued shall accrue from the day following the last day of the period for which dividends have already been paid on outstanding preferred shares. Dividends on all issued and outstanding preferred shares shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding preferred shares at rate of 6 percent per annum of the par value thereof shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares, and

5.2.2. Liquidation. In the event of a voluntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to 106 percent of the par value of such preferred shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in 5.2.1 of this Article, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of an involuntary liquidation, dissolution, or winding up of this Corporation, the holders of preferred shares shall be entitled to receive, out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to 100 percent of the par value of such preferred shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in 5.2.1 of this Article to the date of such distribution, whether earned or declared or not, and no more, before any payments shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the preferred shares shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the preferred shares.

In the event of any liquidation, dissolution, or winding up of this Corporation,

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whether voluntary or involuntary, subject to all of the preferential rights of the holders of preferred shares on distribution or otherwise, the holders of common shares shall be entitled to receive, ratably, all of the remaining assets of this Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause, and

5.2.3. Redemption. This Corporation, at the option of the Board of Director(s), may redeem the whole or from time to time may redeem any part of the preferred shares on any dividend date by paying in cash therefor 106 percent of par value of each preferred share and, in addition to such amount, an amount in cash equal to all dividends on preferred shares unpaid and accumulated as provided in 5.2.1 of this Article, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding preferred shares, this Corporation shall designate by lot, in such manner as the Board of Director(s) may determine, the shares to be redeemed, or shall effect such redemption pro rata. Less than all of the preferred shares at any time outstanding may not be redeemed until all dividends accrued and in arrears upon all preferred shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all preferred shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least 30 days' previous notice by mail, postage prepaid, shall be given to the holders of record of the preferred shares to be redeemed, such notice to be addressed to each to each such shareholder at his or her post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of preferred shares called for redemption shall surrender his certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any preferred shares so called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

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If, on or prior to any date fixed for redemption of preferred shares, this Corporation deposits with any bank or trust company in the State of Florida, as a trust fund, a sum sufficient to redeem, on the date fixed for the redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to give notice of redemption thereof if such notice shall not previously have been given by this Corporation, or to complete the giving of such notice if theretofore commenced, and with instructions, irrevocable for a period of at least six years, to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then from and after the date of the deposit (although prior to the date fixed for redemption), the shares so called shall be deemed to be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. From and after the date of deposit, the shares shall be deemed to be no longer outstanding, and the holders thereof shall cease to be shareholders with respect to such shares, and shall have no rights with respect thereto except the right to receive payment of the redemption price of the shares without interest, upon the surrender of their certificates therefor. Any moneys deposited by this Corporation pursuant to this paragraph and unclaimed at the end of six years from the date fixed for redemption shall be repaid to this Corporation upon its request expressed in a resolution of its Board of Director(s), without prejudice to the rights of this Corporation or of any party who may be entitled to such moneys, and

5.2.4. Notice of Shareholders' Meetings. The holders of the preferred shares shall not be entitled to any notice of shareholders' meetings or to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except where such notice or vote is required by law or by these Articles of Incorporation, and

5.2.5. Voting. The holders of the preferred shares shall not be entitled to vote upon the election of directors or upon any question affecting the management or affairs of this Corporation, except where such notice or vote is required by law or by these Articles of Incorporation. If at any time dividends on the preferred shares shall be in arrears in an amount equal to two years' dividends, the holders of preferred shares as a class shall be entitled to elect the smallest number of directors which will constitute a majority of the authorized number of directors, and the holders of common shares as a class shall be entitled to elect the remaining members of the Board of Director(s). At such time as all dividends accrued on the outstanding preferred shares have been paid or declared and set apart for payment, the rights of the holders of preferred shares to vote as provided in this paragraph 5.2.5 shall cease, subject to renewal from time to time upon the same terms and conditions.

At any time after the voting power to elect majority of the Board of Director(s) shall have become vested in the holders of the preferred shares as provided in this

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paragraph 5.2.5, the Secretary of this Corporation may, and upon the request of the record holders of at least 10 percent of preferred shares then outstanding addressed to him or her at the principal office of this Corporation shall, call a special meeting of the holders of preferred shares and of common shares for the election of directors, to be held at place and upon the notice provided in the Bylaws of this Corporation for the holding of annual meetings. If such meeting shall not be so called within ten days after personal service of the request, or within fifteen days after mailing of the same by registered mail within the United States of America, then the record holders of at least 10 percent of the preferred shares then outstanding may designate in writing one of their number to call such meeting, and the person so designated may call such meeting at the place and upon the notice above provided, and for that purpose shall have access to the stock books of this Corporation. At any meeting so called or at any annual meeting held while the holders of the preferred shares have the voting power to elect a majority of the Board of Director(s), the holders of a majority of then outstanding preferred shares present in person or by proxy shall be sufficient to constitute a quorum for the election of directors as herein provided. The terms of office of all persons who are directors of this Corporation at the time of such meeting shall terminate upon the election at such meeting by the holders of preferred shares of the number of directors they are entitled to elect, and the persons so elected as directors by the holders of the preferred shares, together with such persons, if any, as may be elected as directors by the holders of the common shares, shall constitute the duly elected directors of this Corporation. In the event the holders of the common shares fail to elect the number of directors which they are entitled to elect at such meeting, additional directors may be appointed by the directors elected by the holders of preferred shares.

Whenever the holders of the preferred shares shall be divested of such voting powers as hereinabove in this paragraph 5.2.5 provided, the term of office of all persons who are at the time directors of this Corporation shall terminate upon the election of their successors by the holders of the common shares, and

5.2.6. Preemptive Rights. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance, and

5.2.7. Issuance of Stock. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as



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may be set forth in the Bylaws of the Corporation, and

5.2.8. Unissued Stock. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

- THIRD:** The date of the adoption of this amendment is the 16 October 2007.
- FOURTH:** The Amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.
- FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 16 October 2007



Delroy Cowan, Chairman of the Board of Directors



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