

P07000108705

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*Amend.*  
*6-25-09*  
*DC*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SEMINOLE ENTERPRISES GROUP, INC

**DOCUMENT NUMBER:** P07000108705

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

Please return all correspondence concerning this matter to the following:

Alex Correa

Name of Contact Person

Seminole Enterprises Group, Inc

Firm/ Company

6770 Indian Creek Drive, Suite 4S

Address

Miami Beach, FL 33141

City/ State and Zip Code

seminolegroup@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ted Levitt

Name of Contact Person

at ( 954 )

391-0988

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

Articles of Amendment  
to  
Articles of Incorporation  
of

Seminole Enterprises Group Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000108705

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

(Florida street address)

\_\_\_\_\_

\_\_\_\_\_, Florida

(City)

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>D</u>	<u>Holman Borda</u>	<u>6770 Indian Creek Drive, 4S</u> <u>Miami Beach, FL 33141</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>D</u>	<u>Jose Saul Torres Munoz</u>	<u>6770 Indian Creek Drive, 4S</u> <u>Miami Beach, FL 33141</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>CEO</u>	<u>Theodore Levitt</u>	<u>5501 N Ocean Drive</u> <u>Hollywood, FL 33019</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

1. Additional sheets attached regarding Certificate of Designation of Preferred Stock
2. Change a typo error on one of the Directors listed. The correct name is Jairo Naranjo.
3. Change Theodore Levitt from Sr. V President to CEO and Chairman

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**  
*(if not applicable, indicate N/A)*

N/A

The date of each amendment(s) adoption: June 1, 2009  
(date of adoption is required)  
Effective date if applicable: June 1, 2009  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- “The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_.”  
(voting group)
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated June 17, 2009

Signature \_\_\_\_\_

(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)

Alex Correa

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SEMINOLE ENTERPRISES GROUP INC.

**CERTIFICATE OF DESIGNATION OF PREFERRED STOCK SERIES  
"A" AND PREFERRED STOCK SERIES "B", SETTING FOR THE  
THE POWERS, PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS  
AND RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK**

PURSUANT to Section 607.0602 of the Florida Statutes, Seminole Enterprises Group, Inc., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to the authority conferred upon the Board of Directors of the Corporation by Florida law, the Board of Directors of the Corporation on June 1, 2009, duly adopted the following resolution designating two series of Preferred Stock, as Convertible Preferred Stock Series "A", and Preferred Series "B" (non-convertible), and such resolution has not been modified and is in full force and effect on the date hereof:

RESOLVED THAT, pursuant to the authority vested in the Board of Directors of the Corporation by Florida law, two different series of Preferred Stock class "A" and "B" authorized, par value, \$0.0001 per share, of the Corporation is hereby designated and that the designation and number of shares thereof and the voting powers, preferences and relative, participating, optional other special rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

**Section 1.      Designation and Number Series "A" and "B" Preferred Stock.**

- (a) The shares of Series "A" shall be designated as Convertible Preferred Stock, Series "A" (the "Series A" Preferred). The aggregate number of shares constituting the Series "A" Preferred shall be 200,000 shares, which amends a previous article that was amended August 4, 2008, which the total number may be increased or decreased by the Board of Directors without a vote of stockholders, provided however that such number may not be decreased below the number of then outstanding shares of Series "A" Preferred.
- (b) The number of shares constituting the Series "B" Preferred shall be 250,000,000 shares, which amends a previous amendment to this article that was amended on August 4, 2008, which number may be increased or decreased by the Board of Directors without a vote of stockholders, provided however that such number may not be decreased below the number of then outstanding shares of Series "B" Preferred.
- (c) The Series "A" and Series "B" Preferred shares shall, with respect to dividend rights and rights on liquidation, dissolution or winding up, rank senior to all other classes and series of capital stock of the Corporation now or hereafter authorized including, without limitation, the Common Stock (as defined below). The Corporation shall not issue any shares of capital stock which (i) have dividend rights senior to, or ranking on a parity with, those of the Series A Preferred, or (ii) are entitled to participating dividend rights (i.e., rights to an initial preferred dividend and thereafter to participation and further distributions on a parity of Common Stock of the Corporation) or convertible into shares of such senior capital stock with such participating rights or into shares of Common Stock of the Corporation).

**Section 2. Dividends, Distributions, and Other Valuable Considerations.**

- (a) Series "A" and Series "B" Dividends. The holders of shares of Series "A" and Series "B" Preferred, in preference to the holders of Common Stock and any other capital stock of the Corporation, shall receive, out of the assets of the Corporation legally available therefore, cumulative cash dividends on the Liquidation Preference equal to fifty percent (50%) of the net profits (after Corporation taxes) earned by the Corporation on specific business activities, such terms and conditions made known in private offering documents, and counterpart documentation, payable quarterly in cash (the "Preferential Dividends").
- (b) Dividend Arrearage. If, as of any dividend payment date there is a Dividend Arrearage (as herein defined), an additional dividend (the "Additional Dividend") shall accrue on each share of the Series "A" Preferred for the period of such dividend payment date through the earlier of (X) the date of which such dividend arrearage is paid in full and (Y) the next succeeding dividend payment date, in the amount equal to the product of: (i) the rate of such dividends, and, (ii) the amount of such Dividend Arrearage as of such dividend payment date. For purposes of the Section 2(b), "Dividend Arrearage" shall mean, with respect to each Series "A" and Series "B" Preferred, as of any dividend payment date, the excess, if any, of: (i) the sum of all dividends theretofore accrued on such share in accordance with Section 2(a) (including those accrued as of and including such dividend payment date) plus all Additional Dividends, if any, theretofore accrued on such share in accordance with this Section 2(b) (including those accrued as of and including such dividend payment date), over (ii) all dividends actually paid with respect to such share on or before such dividend payment date.
- (c) Accrual of Dividends. Dividends payable pursuant to Section 2(a) shall begin to accrue and be cumulative from the date such dividends are declared, and shall accrue on a daily basis, in each case whether or not declared. Dividends paid on the Preferred Series "A" and "B" shares in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis amongst all such shares of Series A and Series B at the time outstanding. The Board of Directors of the Corporations make fix a record date for the determination of holders of shares of Series A and Series B Preferred entitled to receive payment of a dividend declared thereon, which record date shall be no more than sixty (60) days or less than ten days (10) prior to the date fixed for the payment thereof. Accumulated but unpaid dividends for any past annual dividend periods may not be declared and paid at any time, without reference to any regular dividend payment date, to holders of records on such date, not more than sixty (60) nor less than ten (10) days preceding the payment date thereof, as may be fixed by the Board of Directors.

**Section 3. Voting Rights** Except for any voting rights by law, the holders of Series "A" and Series "B" have no voting rights.

**Section 4. Certain Restrictions**

- (a) No Dividends If ever dividends payable on shares of Series "A" or Series "B" Preferred as provided in Section 2, are not paid in full in cash, at such time and thereafter until all unpaid dividends payable, whether or not declared, on the outstanding shares of Series "A" or Series "B" shall of been paid in full in cash or declared and set apart in cash for payment, or all necessary funds have been set apart for payment, the Corporation shall not declare or pay dividends, or make any other distributions, on any other shares of Capital stock of the Corporation until all the dividends on the Series "A" and Series "B" shares have been paid in full.
- (b) No Redemption If ever dividends on shares of the Series "A" and Series "B" Preferred are not paid in full in cash, at such time thereafter until all unpaid dividends payable, on the outstanding shares of Series "A" and Series "B" Preferred have been paid in full in cash, the Corporation shall not

purchase, redeem, or otherwise acquire for consideration any other shares of Capital stock of the Corporation.

Section 5. Liquidation, Dissolution or Winding Up

- (a) Effect of Liquidation If the Corporation shall commence a voluntary case under the United States Bankruptcy laws or any applicable bankruptcy, insolvency or similar law of any other country, or consent to enter of an order for relief in an involuntary case under any such law or to the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or any substantial part of its property, or make an assignment for behalf of its creditors, or admit in writing its inability to pay its debts generally as they become due (any such event, "Voluntary Liquidation Event"), or if a decree or order for relief in respect of the Corporation shall be entered by a court having jurisdiction in the premises in an Involuntary Case under the United States Bankruptcy laws or any applicable bankruptcy, insolvency or similar law of any other country, or appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator, (or other similar official) of the Corporation or of any substantial property, or ordering the winding up or liquidation of its affairs, and on account of any such event of the Corporation shall liquidate, dissolve or wind up, or if the Corporation shall otherwise liquidate, dissolve or wind up, no distribution shall be made to the holders of any other shares of Capital Stock of the Corporation unless, prior thereto, the holders of the shares of Series "A" or Series "B" Preferred, subject to Section 6., shall have received (i) the Liquidation Preference, plus all accrued and unpaid dividends, as declared and currently payable, to the date of distribution, with respect to each share and, (ii) the amount per share (subject to any adjustments to reflect stock splits, stock dividends, stock combinations, recapitalizations, and like occurrences) for each outstanding share of Series "A" and Series "B" Preferred as if the holders had converted such shares into Common Stock immediately prior to the liquidation, dissolution or winding up. NOTE: Nothing in this section shall affect the approval rights of holders of shares of Series "A" and Series "B" Preferred under Section 3 with respect to a Voluntary Liquidation Event.
- (b) Voluntary Liquidation For purposes of this Section 5, the holders of the majority of outstanding shares of Series "A" and Series "B" Preferred may elect to have treated as a Voluntary Liquidation Event the consolidation of a merger of the Corporation with or into any other corporation or the sale or transfer in a single transaction or series of related transactions of all or substantially all of the assets of the Corporation, or any other reorganization or business combination of the Corporation or a Change of Control.

Section 6. Modification or Amendment.

Except as specifically set forth herein, modifications or amendments to this Certificate of Designation may be made only by a majority of the Corporation's Board of Directors, for which the consent of the holders of the outstanding shares of Series "A" and Series "B" Preferred shall not be necessary.

IN WITNESS WHEREOF, SEMINOLE ENTERPRISES GROUP INC. has caused this Certificate to be duly executed on this 17<sup>th</sup> day of June, 2009.

Seminole Enterprises Group, Inc.

By: 

Name: Theodore Levitt

Title: CEO and Chairman of the Board of Directors