

PO 700011283/

BRASHEAR & ASSOC. P.L.

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

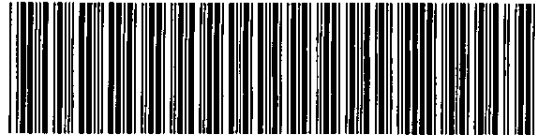
(Business Entity Name)

(Document Number)

Certified Copies ☒ Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



900112558189

12/03/07--01044--021 **43.75

FILED
2007 DEC 14 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
SQ

12-14-2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2007

BRASHER & ASSOC. P.L.
926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140

SUBJECT: COMPLIANCE INDUSTRIES, INC.
Ref. Number: P07000112831

We have received your document for COMPLIANCE INDUSTRIES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 307A00068950

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
ANNIKA D. WALLACE

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

November 27, 2007

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

RE: COMPLIANCE INDUSTRIES, INC.
Document No. P07000112831

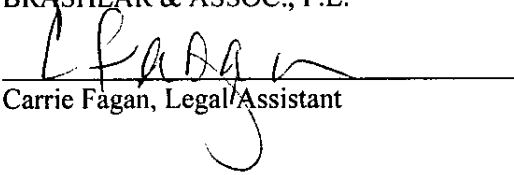
Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.


Carrie Fagan, Legal Assistant

Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COMPLIANCE INDUSTRIES, INC.

FILED
2007 DEC 14 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

No shares having been issued and no shareholder action being required, the following amendment to the Articles of Incorporation of Compliance Industries, Inc., was adopted by its Incorporator in the manner prescribed by the Florida General Corporation Act.

1. Article V is hereby amended as follows:

Article V

Common Stock. This Corporation is authorized to issue 100,000,000 shares of \$.00001 par value common stock. Each holder of Common Stock shall be entitled to one (1) vote for each share of such stock standing in the shareholder's name on the books of the Corporation.

After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and then current dividend periods on all outstanding shares of Preferred Stock and after setting aside all stock purchase funds or sinking funds heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, but only when and as determined by the Board of Directors.

On any dissolution, liquidation or winding up of the Corporation, after there shall have been paid to or set aside for the holders of all outstanding shares of Preferred Stock, the full preferential amount to which they are respectively entitled to receive, pro rata in accordance with the number of shares of each class outstanding, all the remaining assets of the Corporation will be available for distribution to its shareholders.

Preferred Stock. The Corporation is authorized to issue 100,000,000 shares of \$.00001 par value Preferred Stock. The Board of Directors is expressly vested with the authority to divide any or all of the Preferred Stock into series and to fix and determine the relative rights and preferences of the shares of each series so established, provided, however, that the rights and preferences of various series may vary only with respect to:

- (a) the rate of dividend;
- (b) whether the shares maybe called and, if so, the call price and the terms and conditions of call;
- (c) the amount payable upon the shares in the event of voluntary and involuntary liquidation;
- (d) sinking fund provisions, if any, for the call or redemption of the shares;
- (e) the terms and conditions, if any, on which the shares may be converted;
- (f) voting rights; and
- (g) whether the shares will be cumulative, noncumulative or partially cumulative as to dividends and the dates from which any cumulative dividends are to accumulate.

The Board of Directors shall exercise the foregoing authority by adopting a resolution setting forth the designation of each series and the number of shares therein, and fixing and determining the relative rights and preferences thereof. The Board of Directors may make any change in the designation, terms, limitations and relative rights or preferences of any series in the same manner, so long as no shares of such series are outstanding at such time.

Within the limits and restrictions, if any, stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series, the Board of Directors is authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of such series. In case the number of shares of any series shall be so decreased, the share constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Amendment on November 27, 2007.


COMPLIANCE INDUSTRIES, INC.

By: _____

JOHN M. HOCE, Incorporator