

P07000117511

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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

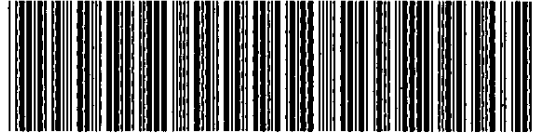
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Caribbean Gaming & Acquisition Corp

DOCUMENT NUMBER: P07000117511

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

Please return all correspondence concerning this matter to the following:

Scott Swank, Chief Executive Officer
(Name of Contact Person)

Caribbean Gaming & Acquisition Corp
(Firm/ Company)

Suite 1400, 4770 Biscayne Boulevard
(Address)

Miami, FL 33137
(City/ State and Zip Code)

For further information concerning this matter, please call:

Scott Swank at (305) 576-6889
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

FILED

2008 AUG 14 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
to
Articles of Incorporation
of**

Caribbean Gaming & Acquisition Corp

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

P07000117511

(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:

NEW CORPORATE NAME (if changing):

Not applicable

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article IV is hereby amended and restated as set forth in the attachment hereto.

(Attach additional pages if necessary)

If an amendment provides for 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)

Not applicable

**ATTACHMENT TO
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARIBBEAN GAMING & ACQUISITION CORP
AMENDMENT ADOPTED:**

Article IV

The number of shares the corporation is authorized to issue is:

- (a) 100,000,000 shares of common stock, par value \$0.001 per share; and
- (b) 10,000,000 shares of preferred stock, the preferences, limitations, and relative rights of which shall be determined by the board of directors in accordance with §607.0602, Fl. Stat., out of which
 - (i) 2,000,000 shares are designated to have the following preferences, limitations, and relative rights:

Title	Series A Voting Convertible Preferred Stock
Par Value	\$0.499 per share
Liquidation Preference	\$0.499 per share, and after payment thereof do not share in net assets available for distribution to holders of common stock
Voting rights	one vote per share on each matter submitted to a vote of stockholders, voting with holders of the common stock and not as a separate class
Dividend	3% per annum, cumulative, payable in shares of the Corporation's common stock
Redeemable	No
Convertible, elective	into one share of common stock, at the election of the registered holder at any time prior to mandatory conversion
Convertible, mandatory	into one share of common stock, immediately prior to the earlier of the date on which the Corporation files a registration statement with the U.S. Securities and Exchange Commission or the date on which the Company is issued a trading symbol by the Financial Institutions Regulatory Authority or the date on which the Corporation is approved for trading on any non-U.S. securities exchange.

The date of each amendment(s) adoption: July 30, 2008

Effective date if applicable: Not applicable
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved 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.

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)

Scott Swank

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FILING FEE: \$35