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From: Account Name : JEFFREY G. KLEIN, P.A.
Account Number : 120030000039
Phone : (561)997-9920
Fax Number : (561)241-4943

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MEDELIA INC.

Certificate of Status	0
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TS
3/7/2008

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
MEDELIA, INC.

FILED
08 MAR - 7 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of MEDELIA, INC. (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article IV of the Articles of Incorporation is hereby amended to read as follows:

Article IV. Capital Stock

4.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is 60,000,000 (60 million) shares: consisting of 50,000,000 (50 million) shares of common stock \$.001 par value and 10,000,000 (ten million) shares of preferred stock, \$.001 par value.

4.2 Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences, and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

4.3 (a) Series A Convertible Preferred Shares. Rights of Holders of our Series A Convertible Preferred Shares:

Each Series A Convertible Preferred Share shall have the following rights and preferences:

Holder of Series A Convertible Preferred Shares shall be entitled to convert any whole number of Series A Preferred Shares into two(2) fully paid and nonassessable shares of Common Stock.

In the event any dividend or other distribution payable in cash or other property is declared on the Common Stock, each Holder of Series A Convertible Preferred Shares on the record date for such dividend or distribution shall be entitled to receive per Preferred Share on the date of payment or distribution of such dividend or other distribution the amount of cash or property that would be received by the Holders of the number of shares of Common Stock into which such Preferred Share would be converted immediately prior to such record date.

(b) Series B Preferred Shares. Rights of Holders of our Series B Preferred Shares:

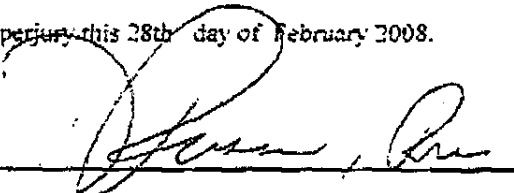
Each Series B Preferred Share shall be entitled to fifty (50) votes per share for each Series B Preferred Share beneficially owned on all matters brought to a vote of the holders of the Common Stock.

Holders of the Series B Preferred Shares shall have no economic interest in the Company.

4.4 Denial of Preemptive Rights: No holder of any shares of the Corporation of any class now or in the future authorized shall have any preemptive right as such holder (other than such right, if any, as the board of directors in its discretion may determine) to purchase or subscribe for any additional issues of shares of the Corporation of any class now or in the future authorized.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the Company's issued and outstanding shares of common stock, pursuant to a written consent of the shareholders in lieu of a meeting on February 4, 2008. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 28th day of February 2008.



Delia Passi, President/Director