

PO8000048706

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(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

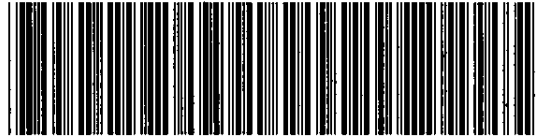
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TALLAHASSEE, FLORIDA

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News  
2-27-09



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 8, 2009

EDWARD R. ALEXANDER, JR.  
LAW OFFICES EDWARD R. ALEXANDER, P.L.  
390 NORTH ORANGE AVENUE, SUITE 2300  
ORLANDO, FL 32801

SUBJECT: DH2 INTERNATIONAL, INC.  
Ref. Number: P08000048706

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 609A00000625

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2009 FEB 26 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Law Office*  
**EDWARD R. ALEXANDER, P.L.**

*A Florida Professional Limited Liability Company*

EDWARD R. ALEXANDER, JR.  
Attorney-at-Law  
ed@OrlandoBusinessLawyer.com

BANK OF AMERICA CENTER  
390 NORTH ORANGE AVENUE  
SUITE 2300  
ORLANDO, FLORIDA 32801

TELEPHONE: (407) 649-7777  
FACSIMILE: (407) 649-7919  
OrlandoBusinessLawyer.com

February 24, 2009

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Response to Letter Reference No. P08000048706

Dear Sir/Madam:

Enclosed please find:

- (A) Division of Corporations January 8, 2009, reference letter No. P08000048706 (the "**DOC Letter**") concerning the filing of Articles of Merger and Amended and Restated Articles of Incorporation for DH2 International, Inc., a Florida corporation (the "**Company**");
- (B) the original Amended and Restated Articles of Incorporation for the Company;
- (C) copies of two checks, each in the amount of \$35.00 and payable to the Secretary of State, Division of Corporations, sent with the Articles of Merger and Amended and Restated Articles of Incorporation to the Division of Corporations on December 23, 2008, to cover the filing fees; and
- (D) copies of the front and back of the cancelled checks showing that both checks were negotiated and paid to the State; and
- (E) a check in the amount of \$35.00 as requested by the DOC Letter.

On December 23, 2008, my office transmitted the items listed in items (B) and (C) above to the Division of Corporations.

In response I received the DOC Letter (item (A)). The DOC Letter seems to indicate an additional \$35.00 is required for the filing of the Amended and

Restated Articles of Incorporation. Therefore, I have enclosed item (E) to ensure that the filing is not deemed abandoned. Please file the Amended and Restated Articles of Incorporation immediately.

Please be advised, however, that I believe there has been an error and no additional fee is due. The two \$35.00 checks already provided (on December 23, 2008) and negotiated by the state are payment, in full, of all of the filing fees due for the filing of the Articles of Merger and the Amended and Restated Articles of Incorporation.

If my statement above is incorrect, please advise me why the total filing fee for the two documents is \$105.00.

If my statement above is correct, please provide me with a refund of \$35.00 (or return the enclosed check).

If you have any questions or need further information, please do not hesitate to call me at the above telephone number. I look forward to hearing from you concerning the above. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

*Called 4/26, spoke to Mr. Alexander  
secretary concerning the filing fee for  
the merger was \$70.00. The additional  
\$35.00 was not include as part of  
the filing fee. Therefore we had  
to send a letter requesting the  
additional \$35.00.*

Law Office  
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December 23, 2008

**VIA FEDEX**

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

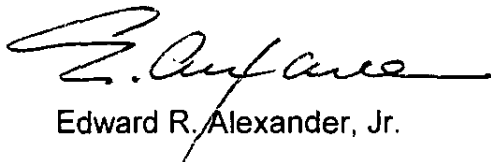
Re: Articles of Merger for DH2 International, Inc.

Dear Sir/Madam:

Enclosed please: (A) the original signed articles of merger for DH2 Enterprises, LLC merger with and into DH2 International, Inc.; (B) the original signed amended and restated articles of incorporation for DH2 International, Inc.; and (C) a check in the amount of \$35.00 to cover the filing fees for the articles of merger, and a check in the amount of \$35.00 to cover the filing fees for the amended and restated articles of incorporation. Please file the articles of merger and send notification of same to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Enclosures.

RECEIVED  
2009 JAN -8 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**DH2 INTERNATIONAL, INC.**, a Florida corporation (the "**Company**"), by and through its President, hereby adopts these Amended and Restated Articles of Incorporation as hereinafter set forth.

1. On December 18, 2008, the Board of Directors of the Company, in accordance with Sections 607.0821, 607.1003 and 607.1007, Florida Statutes, and the sole holder of all of the capital stock of the Company, in accordance with Sections 607.0704, 607.1003 and 607.1007, Florida Statutes, unanimously adopted and approved these Amended and Restated Articles of Incorporation.

### **ARTICLE I. Name**

The name of this Company is:

**DH2 International, Inc.**

### **ARTICLE II. Business and Activities**

This Company may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Company is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

### **ARTICLE III. Capital Stock**

Section 1. The Company is authorized to issue one class of capital stock, to be designated common stock, with a par value per share of \$0.001 (the "**Common Stock**"). The maximum number of shares of Common Stock that this Company is authorized to issue and have outstanding at any one time is two million (2,000,000). Of the authorized shares of Common Stock:

- (A) One Million (1,000,000) shares are hereby designated Class A Common Stock (hereinafter "**Class A Common Stock**"); and
- (B) One Million (1,000,000) shares are hereby designated Class B Common Stock (hereinafter "**Class B Common Stock**").

The Class A Common Stock and the Class B Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 2. The holders of all classes of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section 3. The holders of the Class A Common Stock shall be entitled to vote upon all matters upon which holders of the Class A Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Class B Common Stock shall have no voting rights, except as specifically provided in the Florida Business Corporation Law for non-voting shares or the Bylaws, if at all.

Section 4. All or any portion of the Common Stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of such stock to be issued, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for the Common Stock, and their judgment of such value shall be conclusive.

#### **ARTICLE IV. Principal Office**

The mailing address and principal office of the Company is: 6214 Stevenson Drive, Ste. 305, Orlando, FL 32835.

#### **ARTICLE V. Term of Existence**

The Company shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI. Directors**

Section 1. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Company, but there shall always be at least one (1) Director.

Section 2. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 3. Nothing in this Article shall be construed to preclude the Directors from serving the Company in any other capacity and receiving compensation therefore.

Section 4. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Company, for any cause deemed sufficient by such Shareholders or for no cause.

Section 5. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Company at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **ARTICLE VII. Lost or Destroyed Certificates**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Company.

#### **ARTICLE VIII. Amendment to Articles**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE IX. Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE X. Indemnification**

Section 1. The Company shall indemnify its officers and directors against any liability incurred in any proceeding in which such individual is made a party to the proceeding because he or she is or was an officer or director of the Company (a "Company Related Proceeding") if:

- (A) he or she acted and conducted himself/herself in good faith;
- (B) he or she reasonably believed: (1) in the case of conduct in his or her official capacity, that such conduct was in the best interest of the Company; or (2) in all other cases, that his or her conduct was, at least, not opposed to the best interests of the Company; and
- (C) in the case of any criminal Company Related Proceeding, he or she had no reasonable cause to believe that such conduct was unlawful.

Section 2. The Company shall advance the reasonable expenses incurred by any officer or director who is a party to a Company Related Proceeding if:

- (A) he or she furnishes the Company with a written affirmation of his or her good-faith belief that he or she has met the standard of conduct required for indemnification;
- (B) he or she furnishes the Company with a written undertaking, executed personally by him or her, or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and
- (C) a determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 3. The Company shall indemnify each officer or director who was wholly successful, on the merits or otherwise, in defense of any Company Related Proceeding to which he or she was a party, against reasonable expenses incurred by him or her in connection with such Company Related Proceeding.



Section 4. An officer or director who is or was a party to a Company Related Proceeding may apply for indemnification to the court conducting such Company Related Proceeding or to another court of competent jurisdiction.

#### **ARTICLE XI. Shareholders' Agreements**

The Shareholders of the voting stock of the Company may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Company, provide for direct Shareholder management of the business and affairs of the Company, treat the Company as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Company by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Company and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Company Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

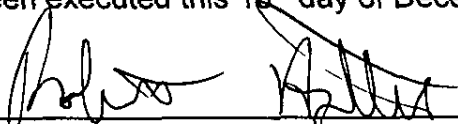
#### **ARTICLE XII. Affiliated Transactions**

This Company expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

2. The amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation required shareholder approval.

3. The sole shareholder approved the amendments to the Articles of Incorporation set forth in these Amended and Restated Articles of Incorporation. Voting by voting groups was not required for adoption.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 18<sup>th</sup> day of December, 2008.

  
\_\_\_\_\_  
Robert Hyttel, President