

P080000076941

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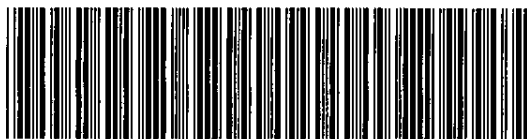
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Amend
@ 11/18/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VESI BIOTECH CORPORATION

DOCUMENT NUMBER: P08000076941

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

Please return all correspondence concerning this matter to the following:

Daniel Caamano V., Esq.
(Name of Contact Person)

Caamano & Associates P.A. - Attorneys at Law
(Firm/ Company)

Suite 208, 301 S. Missouri Ave.
(Address)

Clearwater, Florida 33756
(City/ State and Zip Code)

For further information concerning this matter, please call:

_____ at (727) 446 4233
(Name of Contact Person) (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

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☐ \$52.50 Filing Fee
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Certified Copy
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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

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
VESI BIOTECH CORPORATION

Pursuant to Sections 607.1003(6) and 607.1006, Florida Statutes, VESI BIOTECH CORPORATION, a corporation organized under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

Article III of the Articles of Incorporation of VESI BIOTECH CORPORATION is hereby amended to read:

ARTICLE III - CAPITAL STOCK

Section 1 - Class of Stock. This Corporation is authorized to issue two classes of shares of its capital stock, designated, respectively, "Common Stock," and "Preferred Stock". This Corporation is authorized to issue 100,000,000 shares of Common Stock with no par value per share, and 20,000,000 shares of Preferred Stock with a par value of USD 20.00 per share.

Section 2 – Common Stock. Common stock shall be of two classes. Class A and Class B. Class A common stock shall have one vote per share. Class B common stock shall have and one half votes per one share or put in other form two votes for every three shares. The Board of Directors is hereby authorized to allocate ownership in each class of stock pursuant to shareholder resolution of this date.

Section 3 – Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences of any wholly unissued series of Preferred Stock, and the number

of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding and which the Company may be obligated to issue under options, warrants or other contractual commitments. In case the number of shares of any series shall be so decreased, the shares 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.

SECOND:

The foregoing amendment was approved by the written consent of all the shareholders of the Corporation dated as of October 28, 2008, and such written consent of all the shareholders was sufficient for approval. The amendment shall become effective on the date that these Articles of Amendment are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 28th day of October, 2008.



CARLOS GOMEZ., President