

P08000077359

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10 JUN 28 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amen
Graham
TR

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CD Capital Management Inc.

DOCUMENT NUMBER: P08000077359

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

Please return all correspondence concerning this matter to the following:

Kevin Smith

Name of Contact Person

CD Capital Management Inc.

Firm/ Company

175 SW 7th Street STE 1912

Address

Miami/Florida/33130

City/ State and Zip Code

kevin@diversitygi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin Smith

Name of Contact Person

at (305)

974-1901

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

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$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

Articles of Amendment
to
Articles of Incorporation
of

CD Capital Management Inc.

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

P08000077359

(Document Number of Corporation (if known))

APPROVED
AND
FILED
10 JUN 23 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the
abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation
name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the
new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
T/D	Steve Michael	175 SW 7 STREET STE#1912 MIAMI FL 33130	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
T	Kevin Smith	175 SW 7 STREET STE#1912 MIAMI FL 33130	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an 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)

The date of each amendment(s) adoption: June 21/2010

Effective date if applicable: June 21/2010 (date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted 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):

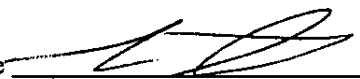
"The number of votes cast for the amendment(s) was/were sufficient for approval

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.

Dated June 21/2010

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)

Kevin Smith
(Typed or printed name of person signing)

President
(Title of person signing)

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING
OF
THE BOARD OF DIRECTORS
OF
CD Capital Management Inc.
RESOLUTION TO
CHANGE DIRECTORS AND OFFICERS

The undersigned, being all the members of the Board of Directors of CD Capital Management Inc., a Florida corporation (the "Corporation"), in accordance with General Corporation Law of the State of Florida, hereby adopt the following amendment to the previous resolution with the same force and effect as if presented to and adopted at a meeting of the Board, duly called and held:

WHEREAS, The Board of Directors has determined that it is in the best interest of the corporation to relieve Mr. Steven Michael of his duties as a member of the Board of Directors immediately;

NOW THEREFORE BE IT RESOLVED THAT, based on a majority vote of the Board of Directors, Mr. Steven Michael is hereby immediately relieved of his duties as Treasurer and Director of the Board of Directors of the Corporation;

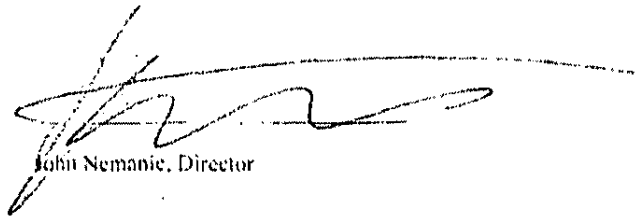
FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out each of the foregoing resolutions and in order to carry out each of the intents thereof, and that all such actions taken by the officers of the Corporation to date, in connection with the foregoing resolution, are hereby in all respects confirmed, ratified and approved.

This consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, we have executed this Consent as of the 21st day of June, 2010.



Kevin Smith, Director



John Nemanic, Director

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING
OF
THE BOARD OF DIRECTORS
OF
CD Capital Management Inc.

RESOLUTION TO
APPOINT OFFICERS AND DIRECTORS

The undersigned, being all the members of the Board of Directors of CD Capital Management Inc., a Florida corporation (the "Corporation"), in accordance with General Corporation Law of the State of Florida, hereby adopt the following amendment to the previous resolution with the same force and effect as if presented to and adopted at a meeting of the Board, duly called and held:

WHEREAS, The Board of Directors has determined that it is in the best interest of the corporation to appoint Mr. Kevin Smith as Treasurer of the Corporation;

NOW THEREFORE BE IT RESOLVED THAT, based on a majority vote of the Board of Directors, Mr. Kevin Smith is hereby appointed as Treasurer of the Corporation;

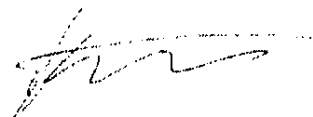
FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to execute all such further documents, certificates or instruments, and to take all such further action, as any such officer may deem necessary, proper, convenient or desirable in order to carry out each of the foregoing resolutions and in order to carry out each of the intents thereof, and that all such actions taken by the officers of the Corporation to date, in connection with the foregoing resolution, are hereby in all respects confirmed, ratified and approved.

This consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, we have executed this Consent as of the 21st day of June, 2010.



Kevin Smith, Director



John Nemanic, Director