

P08000096057

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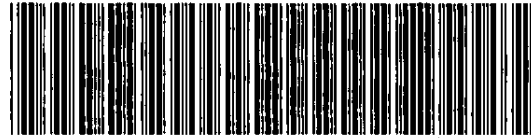
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TALLAHASSEE, FLORIDA

*And 6/27/10*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** PROMED ALLIANCE INTERNATIONAL, INC.

**DOCUMENT NUMBER:** P08000096057

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

Please return all correspondence concerning this matter to the following:

WILLIS B. HALE

Name of Contact Person

PROMED ALLIANCE INTERNATIONAL, INC.

Firm/ Company

1450 SOUTH DIXIE HWY., #101

Address

BOCA RATON, FLORIDA 33432

City/ State and Zip Code

willis@peerreviewboard.com

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

For further information concerning this matter, please call:

Willis B. Hale

Name of Contact Person

at ( 561 )

347 - 1178

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

**PROMED ALLIANCE INTERNATIONAL, INC.**

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

**P08000096057**

(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:

**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)

(City)

Florida  
(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

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TALLAHASSEE, FLORIDA

**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>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input 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)*

**AMEND ARTICLE IV: CORPORATION IS AUTHORIZED TO ISSUE 42,000,000**

**SHARES OF STOCK.**

**4.1 PREFERRED STOCK: FIVE MILLION (5,000,000) SHARES PREFERRED STOCK**

**( SEE FURTHER DESCRIPTION ATTACHED)...**

**4.2 COMMON STOCK: THIRTY SEVEN MILLION (37,000,000) SHARES OF WHICH**

**SHALL BE DESIGNATED AS "COMMON STOCK", HAVING PAR VALUE OF \$.001 PER**

**SHARE. ( SEE FURTHER DESCRIPTION ATTACHED)...**

**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: OCTOBER 1, 2009

Effective date if applicable: OCTOBER 1, 2009  
(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 6-24-2010

Signature

Willis Hale

(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)

Willis Hale

(Typed or printed name of person signing)

CEO/DIRECTOR/INCORPORATOR

(Title of person signing)

AMENDED ARTICLES OF INCORPORATION  
OF  
ProMed Alliance International, Inc.

Article 1. The name of this Corporation is: ProMed Alliance International, Inc.

Article 2. This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Secretary of State.

Article 3. This Corporation may engage in any lawful business activity permitted under the General Corporation Act of the State of Florida.

Article 4. This Corporation is authorized to issue forty-two million (42,000,000) shares of Capital Stock as follows:

4.1 *Preferred Stock.* Five Million (5,000,000) shares of Preferred Stock, subject to any designations and encumbrances as the Board of Directors may so choose, at their discretion.

4.2 *Common Stock.* Thirty-seven million (37,000,000) shares of which shall be designated as *Common Stock*, having the par value of \$0.001 per share.

All shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders.

Article 5. *The name and address of the initial Registered Agent is:*

Willis B. Hale, 1450 S. Dixie Highway, Suite 101, Boca Raton, Florida 33432

Article 6. *The address of the Corporation is:*

1450 S. Dixie Highway, Suite 101, Boca Raton, Florida 33432

Article 7. This Corporation shall initially have at least One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the Shareholders. A majority of the Board of Directors voting in person at a meeting duly called and held, or by their written consent taken in lieu of such a meeting, may remove a member of the Board for cause, and elect a replacement to serve until the next meeting of Shareholders. Willis Hale was the initial officer and director of the company, and shall continue serve in those capacities.

Article 8. Notwithstanding any provisions in the Florida Statutes to the contrary, the by-laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of either the board of directors or of the Shareholders.

Article 9. The Board of Directors is hereby authorized to declare and issue as a share dividend shares of another class or series without the prior consent of those entitled to vote in a shareholder vote of that class or series to be issued.

Article 10. This Corporation may indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Article 11. In the event that the securities of this Corporation shall become publicly traded, the Corporation shall not be subject to the 'Affiliated Transactions' provisions of Section 607.0901 Florida Statutes.

Article 12. *The name and address of the person signing these Articles as Incorporator is:*

Willis B. Hale, 1450 S. Dixie Highway, Suite 101, Boca Raton, Florida 33432

Article 13. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in full accord with the provisions of the General Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of October 2009.

A handwritten signature in cursive script, appearing to read "W. Hale", written in black ink.

Willis B. Hale, Director