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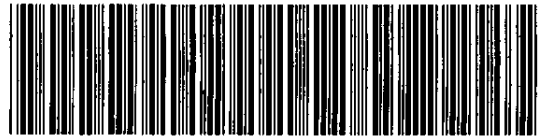
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TALLAHASSEE, FLORIDA
09 NOV 23 PM 4:35

Amend
10/23/09



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2009

SILVER SCORPION HOLDINGS INC.
281 N. NEW YORK AVENUE
ENGLEWOOD, FL 34223

SUBJECT: SILVER SCORPION HOLDINGS INC.
Ref. Number: P09000078001

We have received your document for SILVER SCORPION HOLDINGS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The date of adoption of each amendment must be included in the document.

PLEASE SEE THE ENCLOSED AMENDMENT FORM.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 909A00035028

RECEIVED
2009 NOV 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2009

SILVER SCORPION HOLDINGS INC.
281 N. NEW YORK AVENUE
ENGLEWOOD, FL 34223

SUBJECT: SILVER SCORPION HOLDINGS INC.
Ref. Number: P09000078001

We have received your document for SILVER SCORPION HOLDINGS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 509A00033939

AMENDMENT TO ARTICLES OF INCORPORATION

Silver Scorpion Holdings Inc.
A Florida Corporation

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 NOV 23 PM 4:35

This is a formal amendment to the Articles of Incorporation of Silver Scorpion Holdings Inc., a Florida corporation.

Amendment of the Articles of Incorporation shall be as follows:

The following fourteen sections shall be added in series behind Section 9.13 of Article 9 of the Articles of Incorporation of Silver Scorpion Holdings, Inc., a Florida corporation.

Section 9.14 - No Recognition of Florida State Government Agencies. The corporation reserves the power to refuse to recognize the authority and legitimacy, among other attributes, of the following Florida state government agencies: The Division of Alcoholic Beverages and Tobacco, the Department of Business and Professional Regulation, and the Florida Department of Revenue. Any modification to this article will not change this premise.

Section 9.15 - No Recognition of Florida State Tobacco Laws. The corporation reserves the power to refuse to recognize the authority and legitimacy of any law, statute, regulation, ruling, degree, etc. that seeks to hinder, restrict, ban or otherwise deter the corporation from pursuing its activities or otherwise conducting its operations. Those titles and chapters of the Florida Statutes which the corporation refuses to recognize the authority and legitimacy of are as follows: Title 14, Chapter 210; Title 34, Chapter 569; Title 46, Chapter 775; Title 46, Chapter 776; Title 46, Chapter 777; Title 46, Chapter 782; Title 46, Chapter 784; Title 46, Chapter 790; Title 46, Chapter 806; Title 46, Chapter 823; Title 46, Chapter 843; Title 46, Chapter 859; Title 46, Chapter 860; Title 46, Chapter 861; Title 46, Chapter 865; Title 46, Chapter 874; Title 46, Chapter 876; Title 46, Chapter 877; Title 46, Chapter 893; Title 46, Chapter 895; Title 46, Chapter 896. Any modification to this article will not change this premise.

Section 9.16 - No Recognition of Authority of Tobacco Product Enforcement Officers. The corporation reserves the power to refuse to recognize the authority and legitimacy, among other attributes, of any officers and officials representing any agency, from state to local level, charged with enforcing any and all Florida state tobacco laws. Any modification to this article will not change this premise.

Section 9.17 - Corporate Power to Take Necessary Remedial Action. The corporation reserves the power to take any action it may deem necessary to deal with any action undertaken in any form by any officer or official from any state agency, from state to local level, to enforce adherence to, obedience to, compliance with, the legitimacy of or the authority of said state agency, its laws, regulations, policies, rulings, etc. This shall include, but not be limited to, the Florida state government agencies listed in Section 9.14 of this article. This shall also apply to any and all anti-smoking and anti-tobacco groups, organizations, consortiums, committees, etc. Any modification to this article will not change this premise.

Section 9.18 - Sovereignty of Corporate Records Regarding Financial Institutions. In extending the principle of the sovereignty of corporate records as outlined in Section 9.5 of this article, the corporation reserves the power to authorize banks, brokerage firms, or any other financial institution the corporation does business with to refuse to cooperate with any law enforcement agency, judicial body, private investigator or any other person, agency, organization, etc. requesting or demanding any access to any corporate records as may be held by the bank, brokerage firm or other financial institution in question. Such refusal shall include, but not be limited to, rejecting any summons, search warrant, order to freeze, etc. on any account held in the company's name at said bank, brokerage house or other financial institution. Any bank, brokerage firm or other financial institution so duly authorized by the corporation shall have the power of the corporation, the corporation's articles of incorporation, and the state of Florida, which has signed off on this section by filing it, behind it. Such authorization shall be granted to the bank, brokerage house, or other financial institution by way of written instruction, in English, to do so. This written instruction shall be sent by mail to the manager, president or chief executive officer of said bank, brokerage house or other financial institution. Any bank, brokerage house or other financial institution which refuses the corporation's written authorization regarding the sovereignty of its corporate records shall be deemed to have caused the corporation to violate its articles of incorporation, and as such the corporation reserves the power to take any action it may deem necessary to deal with such violation, as well as the offending bank, brokerage house or other financial institution. The primary remedy for such violation, however, shall be a Claim of Lien against the property or properties of any employee, manager or officer of said bank, brokerage house or other financial institution, in the sum of \$2,500 and at an interest rate of 11 percent per annum for each lien filed. Any modification to this article will not change this premise.

Section 9.19 - No Payment of Other States' Tobacco Taxes. The corporation reserves the power to refuse to pay any and all taxes, fees, assessments, etc. levied by any state or state agency on the sale, distribution or transportation of tobacco or tobacco products. Any state agency that presses this issue in any way, including but not limited to taking action in any court, shall be deemed to have caused the corporation to have violated its articles of incorporation and shall be dealt with by whatever means the corporation may deem necessary to deal with this situation. Any modification to this article will not change this premise.

Section 9.20 - Grandfathering Clause - Once filed by the state of Florida, no future change in Florida state law shall in any way affect the validity, legitimacy and effectiveness of any article or section in these Articles of Incorporation. This clause shall also apply to any company, corporation, business or outfit owned completely or in part by the corporation. Any modification to this article will not change this premise.

Section 9.21 - Right to Sell to Minors. In accordance with the provisions set forth in Sections 9.14 and 9.15 of this Article, the corporation reserves the right to give and sell tobacco and tobacco products to minors for any reason it sees fit, including but not limited to, advertising and marketing, tapping new markets, and furthering its corporate and financial objectives. Any modification to this article will not change this premise.

Section 9.22 - No Recognition of Other States' Tobacco Laws. The corporation reserves the power to refuse to recognize the authority and legitimacy of, and refuse to follow, any other state's laws, regulations, rules, etc. regarding the manufacturing, distribution, import, sale and possession of tobacco and tobacco products. This section shall also apply to any state's licensing laws, regulations, rules, etc. in regard to the manufacturing, distribution, import, sale and possession of tobacco and tobacco products. Any state that takes any action whatsoever, by any means and through any party whatsoever, against the corporation to restrict, hinder or prevent the corporation from doing business in that or any other state it chooses shall be deemed to have caused the corporation to have violated its articles of incorporation and shall be dealt with by any action the corporation deems necessary to deal with the situation, including but not limited to, the remedy set forth in Section 9.26 of this Article. Any modification to this article will not change this premise.

Section 9.23 - No Payment of Florida Tobacco Taxes. In accordance with the provisions set forth in Sections 9.14 and 9.15 of this Article, the corporation reserves the power to refuse to pay any and all taxes, fees, assessments, etc. levied on the manufacturing, distribution, import, sale and possession of tobacco and tobacco products to any state agency, bureaucracy, corporation, etc. In accordance with the provisions set forth in Sections 9.7, 9.14 and 9.15 of this Article, the corporation reserves the power to refuse to obey any order, judgment, etc. by any court or other judicial body seeking to compel the corporation to pay any taxes, fees, assessments, etc. on tobacco and tobacco products, be those taxes, fees, assessments, etc. outstanding, delinquent or otherwise. Any court, government agency, bureaucracy, corporation, outfit, etc. that seeks to compel the corporation to pay any Florida tax, fee, assessment, etc. for the manufacturing, distribution, import, sale and possession of tobacco and tobacco products shall be deemed to have caused the corporation to have violated its articles of incorporation and shall be dealt with by any means the corporation deems necessary to deal with the situation, including but not limited to, the remedy set forth in Section 9.26 of this Article. Any modification to this article will not change this premise.

Section 9.24 - No Reporting. In accordance with the provisions set forth in Sections 9.14 and 9.15 of this Article, the corporation reserves the power to refuse to obey and follow any law, regulation, rule, ruling, court order, etc. by any government agency, bureaucracy, outfit, corporation, judicial body, attorney, paralegal, etc. in any state, including Florida, with regard to any reporting on the manufacture, distribution, import, sale and possession of tobacco and tobacco products. Any government agency, bureaucracy, outfit, corporation, judicial body, attorney, paralegal, etc. that takes any action against the corporation in this regard shall be deemed to have caused the corporation to have violated its articles of incorporation and shall be dealt with by any means the corporation deems necessary to deal with the situation, including but not limited to, the remedy set forth in Section 9.26 of this Article. Any modification to this article will not change this premise.

Section 9.25 - No Licensing. In accordance with the provisions set forth in Sections 9.14 and 9.15 of this Article, the corporation reserves the power to refuse to recognize the authority and legitimacy of any state's licensing requirements in regard to the manufacturing, distribution, sale and possession of tobacco and tobacco products. This section shall apply to the licensing requirements of Florida as well. Any government agency, bureaucracy, outfit, corporation, judicial body, attorney, paralegal, etc. that takes any action against the corporation in this regard shall be deemed to have caused the corporation to have violated its articles of incorporation and shall be dealt with by any means the corporation deems necessary to deal with the situation, including but not limited to, the remedy set forth in Section 9.26 of this Article. Any modification to this article will not change this premise.

Section 9.26 - Corporate Power to Place Liens. The corporation reserves the power to place liens against the property or properties of any person or entity, in the public or private sector, affiliated with or employed by any court, government agency, law enforcement agency, attorney, paralegal, etc. whom the corporation deems to have caused it to violate its articles of incorporation. Under this section, a lien placed on any property or properties of any of the persons or entities listed shall be in the sum of \$5,000 and at an interest rate of 11 percent per annum. This section consists of a different remedy to deal with situations caused by a set of persons or entities other than the ones described in Section 9.18 of this Article. Any modification to this article will not change this premise.

Section 9.27 - Right to Advertise. The corporation reserves the power to advertise tobacco and tobacco products in any way in any medium, including but not limited to, fliers, newspapers, billboards and radio. Any modification to this article will not change this premise.

Effective Dates

Each of the amendments outlined above shall take effect on the following dates:

Section 9.14 - November 30, 2009
Section 9.15 - November 30, 2009
Section 9.16 - November 30, 2009
Section 9.17 - November 30, 2009
Section 9.18 - November 30, 2009
Section 9.19 - November 30, 2009
Section 9.20 - November 30, 2009
Section 9.21 - November 30, 2009
Section 9.22 - November 30, 2009
Section 9.23 - November 30, 2009
Section 9.24 - November 30, 2009
Section 9.25 - November 30, 2009
Section 9.26 - November 30, 2009
Section 9.27 - November 30, 2009

I, the undersigned, having the sole authority to do so, do hereby enact this amendment to the Articles of Incorporation of Silver Scorpion Holdings Inc., a Florida corporation. I also certify that this amendment has been made according to the provisions set forth in Article 14 of the Articles of Incorporation of Silver Scorpion Holdings, Inc.

This amendment has been duly adopted by the original incorporator of Silver Scorpion Holdings Inc. No shareholder action was required.



Mike Bitting
Chief Executive Officer
Silver Scorpion Holdings Inc.



Date