

PO9000088524

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Amend

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2013 FEB 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOE
2/14/13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southern Trust Metals, Inc.

DOCUMENT NUMBER: P09000088524

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

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Southern Trust Metals, Inc.

Firm/ Company

145 Almeria Avenue

Address

Coral Gables, FL 33134

City/ State and Zip Code

susan@southerntrustmetals.com

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

For further information concerning this matter, please call:

Najib Nicolas

Name of Contact Person

at (305) 448-0080

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

Southern Trust Metals, Inc.

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

P09000088524

(Document Number of Corporation (if known))

FILED

2013 FEB 13 PM 2: 55

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)

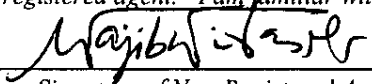
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Najib Nicolas
145 Almeria Avenue
(Florida street address)

New Registered Office Address: Coral Gables, Florida 33134
(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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>Dir</u>	<u>Robert Escobio</u>	<u>145 Almeria Avenue</u> <u>Suite 100</u> <u>Coral Gables, FL 33134</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>Dir</u>	<u>Najib Nicolas</u>	<u>145 Almeria Avenue</u> <u>Suite 100</u> <u>Coral Gables, FL 33134</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <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)

See attached amended Articles.

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: January 1, 2013

Effective date if applicable: January 1, 2013

(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

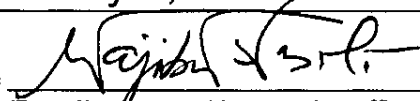
by _____.”
(voting group)

☒ 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 January 1, 2013

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)

Najib Nicolas

(Typed or printed name of person signing)

Director

(Title of person signing)

**ARTICLES OF AMENDMENT
OF
SOUTHERN TRUST METALS, INC.
AS OF JANUARY 1, 2013**

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation is:
Southern Trust Metals, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business address:
145 Almeria Avenue
Suite 100
Coral Gables, Florida 33134

The mailing address of the corporation is:
145 Almeria Avenue
Suite 100
Coral Gables, Florida 33134

ARTICLE III -- NATURE OF BUSINESS

This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV -- SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 110,000,000 to include 100,000,000 shares of

common stock, no par value per share and 10,000,000 shares of preferred stock having no par value per share.

ARTICLE V – INITIAL OFFICERS AND/OR DIRECTORS

The officer(s) and/or director(s) of the corporation is/are:

Title: Director
Najib Nicolas
145 Almeria Avenue
Suite 100
Coral Gables, Florida 33134

ARTICLE VI – REGISTERED AGENT

The name and Florida street address of the registered agent is:

Najib Nocolas
145 Almeria Avenue
Suite 100
Coral Gables, Florida 33134

ARTICLE VII – TERMS OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VIII -- INCORPORATOR

The name and address of the incorporator is:

Robert Escobio
145 Almeria Avenue
Suite 100
Coral Gables, Florida 33134

ARTICLE IX – AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X – CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI -- IDEMNIFICATION

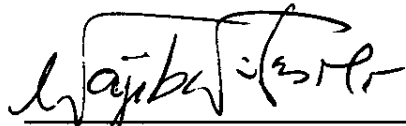
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the fullest extent now or hereafter permitted by law.

ARTICLE XII – ADMINISTRATIVE ARRANGEMENTS

All decisions pertaining to changes or requests made to or by the Corporation require prior approval by the board of directors of Loreley Overseas Corporation.

This amendment was adopted by the incorporators and no shareholder action was required.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of January, 2013.



Najib Nicolas
Director