

P10000021043

(Requestor's Name)

(Address)

(Address)

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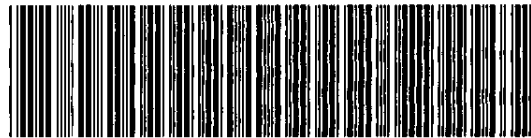
(Business Entity Name)

(Document Number)

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Villari's Family Fitness Centers Inc

DOCUMENT NUMBER: P 10000021043

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

Please return all correspondence concerning this matter to the following:

STEVE MARKLEY  
Name of Contact Person

Villari's Family Fitness Centers Inc  
Firm/ Company

1313 NW 97<sup>TH</sup> TERRACE  
Address

Coral Springs FL 33071  
City/ State and Zip Code

Steve@CIGroup .US  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STEVE MARKLEY at (954) 6759865  
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

☐ \$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

Villari's family fitness Centers, Inc

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

P 100000 21043

(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)

\_\_\_\_\_, 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>
_____	_____	_____	<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)*

Amendment SHARES to include Preferences of  
Preferred Series A 1 Million Shares  
Preferred Series B 1 Million Shares.

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: 4/15/2011  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 8/29/11

Signature

Steve Markley  
(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)

STEVE MARKLEY

(Typed or printed name of person signing)

President

(Title of person signing)

**AMENDED AND RESTATED  
PREFERENCES, AND RIGHTS OF  
SERIES A CONVERTIBLE PREFERRED STOCK  
OF  
VILLARI'S FAMILY FITNESS CENTERS, INC**

The undersigned President of VILLARI'S FAMILY FITNESS CENTERS, INC., (the "Corporation"), a company organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Corporation's Amended and Restated Articles of Incorporation, and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized Preferred Stock designated as Series A Convertible Preferred Stock:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation dated April 11, 2011 bearing document number 10000021043 authorizes the issuance of Two Hundred Fifty Million (250,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and Twenty-five Million (25,000,000) shares of preferred stock, par value \$0.0001 (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** On April 15, 2011, the directors unanimously approved the designation of One Million (1,000,000) shares of the Preferred Stock as Series A Convertible Preferred Stock and authorized the issuance of the Series A Convertible Preferred Stock at a price of \$50.00 per share (the "Original Purchase Price"). The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Convertible Preferred Stock shall be as hereinafter described.

Accordingly, "Article IV" of the Articles of Incorporation of this Corporation is amended to include the following:

**Series A Convertible Preferred Stock**

1. **Designation and Number of Shares.** There shall be a series of Preferred Stock that shall be designated as "Series A Convertible Preferred Stock", and the number of shares constituting such series shall be one million (1,000,000) shares par value \$0.0001. The price per share shall be \$50.00 per share (the "Original Purchase Price"). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A Convertible Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.
2. **Ranking.** The Series A Preferred Stock shall rank: (i) prior to all of the Corporation's Common Stock; (ii) prior to any other series of preferred stock or any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with Series A Preferred Stock (collectively with the Common Stock, the "Junior Securities"; and (iii) on parity with the Series A Preferred Stock and any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with Series A Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up the Corporation.
3. **Dividend Rights.** The Series A Preferred Stock shall accrue dividends at the rate of fifteen (15%) per annum and paid only in common stock, when declared by the Board of Directors. The price of such dividends will be determined by the market price of the company's common stock on the date of the conversion as published by NASDAQ closing/last price.

4. Redemption. Neither the Corporation nor the holders of the Series A Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series A Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Corporation, as and to the extent herein provided.
5. Reservation of Shares. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A Convertible Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A Convertible Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A Convertible Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.
6. Miscellaneous.
  - (a) The shares of the Series A Convertible Preferred Stock shall have all preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Series A Convertible Preferred Stock Designation and in the Amended and Restated Articles of Incorporation of the Corporation as if it has been converted into common stock..
  - (b) The holders of the Series A Convertible Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
  - (c) Holders of fifty-one percent (51%) of the outstanding shares of Series A Convertible Preferred Stock may, voting as a single class, elect to waive any provision of this Resolution Designating Series A Convertible Preferred Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series A Convertible Preferred Stock.

The foregoing Amendment was adopted by the Board of Directors of the Corporation pursuant to the Florida Business Corporation Act on April 15, 2011. Therefore, the number of votes cast for the Amendment to the Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer.

VILLARI'S FAMILY FITNESS CENTERS, INC .

By: 

Name: STEVE MARKLEY

Its: President

**AMENDED AND RESTATED  
PREFERENCES, AND RIGHTS OF  
SERIES B CONVERTIBLE PREFERRED STOCK  
OF  
VILLARI'S FAMILY FITNESS CENTERS, INC**

The undersigned President of VILLARI'S FAMILY FITNESS CENTERS, INC., (the "Corporation"), a company organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Corporation's Amended and Restated Articles of Incorporation, and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized Preferred Stock designated as Series B Convertible Preferred Stock:

**FIRST:** The Amended and Restate Articles of Incorporation of the Corporation dated April 11, 2011 bearing document number 10000021043 authorizes the issuance of Two Hundred Fifty Million (250,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and Twenty-five Million (25,000,000) shares of preferred stock, par value \$0.0001 (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** On April 15, 2011, the directors unanimously approved the designation of One Million (1,000,000) shares of the Preferred Stock as Series B Convertible Preferred Stock and authorized the issuance of the Series B Convertible Preferred Stock at a price of \$100.00 per share (the "Original Purchase Price"). The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series B Convertible Preferred Stock shall be as hereinafter described.

Accordingly, "Article IV" of the Articles of Incorporation of this Corporation is amended to include the following:

**Series B Convertible Preferred Stock**

1. **Designation and Number of Shares.** There shall be a series of Preferred Stock that shall be designated as "Series B Convertible Preferred Stock", and the number of shares constituting such series shall be one million (1,000,000) shares par value \$0.0001. The price per share shall be \$100.00 per share (the "Original Purchase Price"). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Convertible Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.
2. **Ranking.** The Series B Preferred Stock shall rank: (i) prior to all of the Corporation's Common Stock; (ii) prior to any other series of preferred stock except Series A or any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with Series B Preferred Stock (collectively with the Common Stock, the "Junior Securities"; and (iii) on parity with the Series B Preferred Stock and any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with Series B Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up the Corporation.
3. **Dividend Rights.** The Series B Preferred Stock shall accrue dividends at the rate of fifteen (15%) per annum and paid only in common stock, when declared by the Board of Directors. The price of such dividends will be determined by the market price of the company's common stock on the date of the conversion as published by NASDAQ closing/last price.



4. Redemption. Neither the Corporation nor the holders of the Series B Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series B Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Corporation, as and to the extent herein provided.
5. Reservation of Shares. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series B Convertible Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series B Convertible Preferred Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series B Convertible Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.
6. Miscellaneous.
  - (a) The shares of the Series B Convertible Preferred Stock shall have all preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Series B Convertible Preferred Stock Designation and in the Amended and Restated Articles of Incorporation of the Corporation as if it has been converted into common stock..
  - (b) The holders of the Series B Convertible Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
  - (c) Holders of fifty-one percent (51%) of the outstanding shares of Series B Convertible Preferred Stock may, voting as a single class, elect to waive any provision of this Resolution Designating Series B Convertible Preferred Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series B Convertible Preferred Stock.

The foregoing Amendment was adopted by the Board of Directors of the Corporation pursuant to the Florida Business Corporation Act on April 15, 2011. Therefore, the number of votes cast for the Amendment to the Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer.

VILLARI'S FAMILY FITNESS CENTERS, INC .

By: 

Name: STEVE MARKLEY

Its: President