

P10000023933

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : JEAN-PIERRE & JEAN-PIERRE, LLC
Account Number : I20070000128
Phone : (305) 929-3652
Fax Number : (561) 634-2132

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Email Address: guy@lawfirmofjeanpierre.com

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10 JUL -8 AM 9:50
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORAMND/RESTATE/CORRECTORO/DRESIGN
EMPERIALAMERICAS, INC.**

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$35.00

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Amend.
7-8-10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Emperial Americas, Inc.

DOCUMENT NUMBER: P10000023933

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

Please return all correspondence concerning this matter to the following:

Guy M. Jean-Pierre, Esq

Name of Contact Person

Jean-Pierre & Jean-Pierre, LLC

Firm/ Company

1015 W Newport Center Drive, Suite 106

Address

Deerfield Beach, FL 33442

City/ State and Zip Code

guy@lawfirmofjeanpierre.com

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

For further information concerning this matter, please call:

Guy M. Jean-Pierre

Name of Contact Person

at (305)

929-3652

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**

Emperial Americas, Inc.

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

P10000023933

(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

FILED
10 JUL - 8 AM 9:58
SECRETARY OF STATE
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>
<u>Dir</u>	<u>Joel Contreras</u>	<u></u>	<input checked="" type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove
		<u></u>	
<u>Dir</u>	<u>Bruce Klein</u>	<u></u>	<input checked="" type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove
		<u></u>	
<u>Dir</u>	<u>Alonzo Pierce</u>	<u></u>	<input checked="" type="checkbox"/> Add
		<u></u>	<input type="checkbox"/> Remove
		<u></u>	

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article IV of the Articles of Incorporation of the Corporation is hereby amended by
adding the Certificate of Designation, Preference and Rights of Series A Preferred Stock
of Emperial Americas, Inc. A copy of said Certificate of Designation is attached hereto.

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)

10/07/2010 10:04 AM

FILE NO. 0703003100

1.000

The date of each amendment(s) adoption: June 25, 2010
(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 July 02, 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)

Alonzo Pierce

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment
to
Articles of Incorporation
of

Emperial Americas, Inc.

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

P10000023933

(Document Number of Corporation (if known))

Part D

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>
<u>Dir</u>	<u>Joel Contreras</u>	<u></u> <u></u> <u></u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>Dir</u>	<u>Bruce Klein</u>	<u></u> <u></u> <u></u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>Dir</u>	<u>Alonzo Pierce</u>	<u></u> <u></u> <u></u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

Title	Name	Type of Action
Director	Joel Contreras	Add
Chief Operating Officer	Bruce Klein	Add
Director	Bruce Klein	Add
President	Alonzo Pierce	Add
Secretary	Alonzo Pierce	Add
Director	Alonzo Pierce	Add

**CERTIFICATE OF DESIGNATION, PREFERENCE AND RIGHTS OF SERIES
A PREFERRED STOCK OF EMPERIAL AMERICAS, INC.**

Pursuant to the Business Organizations Law of the State of Florida

Emperial Americas, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies that the following resolutions were duly adopted by the Board of Directors of the Corporation by written consent on June 25, 2010, pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation which creates and authorizes 50,000,000 shares of Preferred Stock of the Corporation, par value, \$0.001 per share (the "Preferred Stock"):

Resolved, that pursuant to the authority vested in the Board of Directors by Article IV of the Certificate of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Preferred Stock" (such series being hereinafter called "Series A Preferred Stock"), and the preferences and relative, participating, optional or other special rights of the Series A Preferred Stock, and the qualifications, limitations or restrictions thereof (in addition to the relative powers, preferences and rights, and qualifications, limitations or restrictions thereof, set forth in the Corporation's Certificate of Incorporation which are applicable to shares of Preferred Stock of all series) shall be as follows:

1. **Designation.** The series of preferred stock authorized hereunder shall be designated as the "Series A Preferred Stock." The number of shares constituting such series shall initially be ten million (10,000,000) which number may from time to time be changed by the Board of Directors. The par value of the Series A Preferred Stock shall be \$0.001 par value per share. All shares of Series A Preferred Stock shall be identical with each other in all respects.

2. **Rank.** The Series A Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Corporation equal to the Common Stock and junior to each class or series of capital stock (except any other class of Series A Preferred Stock) which expressly provides that it ranks senior to the Series A Preferred Stock as to dividends or upon liquidation, dissolution and winding-up, or as to any other right or preference.

3. **Conversion.** The holders of the Series A Preferred Stock shall have conversion rights as follows ("Conversion Rights"):

- (a) **Conversion.** Beginning one year following the date of issuance, each share of Series A Preferred Stock shall, upon approval of the Company and a majority of the holders of the Series A Preferred Stock, be convertible into two fully paid and nonassessable shares of Common Stock of the Corporation provided that the Corporation shall not convert

any share of the Series A Preferred Stock until it has set aside sufficient shares of its Common Stock to permit the conversion of all the shares of Series A Preferred Stock; provided further that, notwithstanding anything herein to the contrary, in the event that the Company files a registration statement with respect to shares of its common stock and such registration statement is declared effective by the Securities and Exchange Commission, each holder of the Series A Preferred Stock shall have the right to immediately convert up to 25% (or such higher percentage of the Series A Preferred Stock held by such holder as to which the Company may have agreed with respect to all holders of the Series A Preferred Stock) of the Series A Preferred Stock held by such holder.

- (b) Mechanics of Conversion. At such time as the conditions described in Section 3(a) shall have occurred, holders of the Series A Preferred Stock shall surrender the certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Common Stock of the Corporation to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date the conditions set forth in Section 3(a) herein have been satisfied and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.
- (c) No Impairment. This Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.
- (d) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

- (e) Notices of Record Date. In the event the Corporation takes record of the holders of any class of securities for the purpose of determining which holders are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities, property or other right, the Corporation shall mail to each holder of Series A Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.
- (f) Reservation of Stock Issuable Upon Conversion. Solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, the Corporation shall at all times, subject to the conditions described in Section 3(a), reserve and keep available out of its authorized but unissued shares of Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as, in the opinion of counsel to the Corporation, may be necessary and authorized to increase its authorized but unissued shares of Common Stock to such number of shares of Common Stock to such number of shares as shall be sufficient for such purposes.
- (g) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of this Corporation.

4. Redemption.

- (a) Exercise of Redemption Right. Subject to the rights of series of Preferred Stock which may from time to time come into existence and, within one year from the date of initial issuance of the Series A preferred Stock, at the option of the Corporation, the Corporation shall have the right to redeem that number of shares of Series A Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") sent or delivered to the holder, by paying to the holder, in cash, an amount per share of Series A Preferred Stock identified in the Redemption Request, equal to the closing trading price of two shares of the common stock of the Corporation on the date of the Redemption Notice plus any declared but unpaid dividends on all such shares. The total sum payable per share

pursuant to a Redemption Request is hereinafter referred to as the "Series A Preferred Stock Redemption Price".

- (b) Mechanics of Redemption. Redemption Notices shall be sent or delivered to the holder at such holder's address as set forth in the books of the Corporation. Such Redemption Notice shall be sent at least twenty (20) days prior to the redemption date specified in the Redemption Notice. Each Redemption Notice shall state: (i) the redemption date; (ii) the number of shares to be redeemed; (iii) the redemption price per share; (iv) the place where certificates may be surrendered for payment of the redemption price; and (v) that the holder's right to convert pursuant to subsection 3 above shall terminate upon the expiration of ten (10) days after receipt of the Redemption Notice. The Corporation shall, as soon as practicable after the redemption date, pay to the holder the Series A Preferred Stock the redemption price upon delivery to the Corporation of the certificates of Series A Preferred Stock to be redeemed. Upon payment by the Corporation of the Series A Preferred Stock Redemption Price, all rights in respect of the shares of Series A Preferred Stock redeemed shall cease.

5. **Voting Rights.** The holders of the share of Series A Preferred Stock shall have the following voting rights:

(a) Each holder of shares of the Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), each share of the Series A Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of shares of the Series A Preferred Stock to two (2) votes for each share of Series A Preferred Stock held by such holder.

6. **Common Stock Dividends, Subdivisions, Combinations, etc.**

(a) Until such a time as all shares of the Series A Preferred Stock shall have been converted (pursuant to the provisions of Section III hereof) or redeemed (pursuant to the provisions of Section IV hereof) or otherwise retired or cancelled, each holder of shares of the Series A Preferred Stock shall be entitled to dividends on the Series A

Preferred Stock held by such holder payable in additional shares of the Series A Preferred Stock at a rate of 10% per annum such that each holder of the Series A Preferred shall receive annually one additional share of the Series A Preferred Stock for each share of the Series A Preferred Stock held by such holder.

(b) In case the Company shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the number of outstanding shares of Series A Preferred Stock in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the same percentage of shares outstanding determined by multiplying the number of shares of Series A Preferred Stock by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

7. **Status of Converted or Redeemed Stock.** In the event any shares of Series A Preferred Stock shall be converted or redeemed pursuant to Section 3 or Section 4 hereof, the shares so converted or redeemed shall be canceled and returned to the status of authorized but unissued shares of Preferred Stock.

.....
IN WITNESS WHEREOF, Imperial Americas, Inc. has caused this Certificate of Designation to be signed by Alonzo Pierce, its President, this 25th day of June 2010.

EMPERIAL AMERICAS, INC.

By: _____


Alonzo Pierce, President