

P10000024364

Florida Department of State
Division of Corporations
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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
PACVEST, INC.

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Amend.

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RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10 JUN -2 AM 11:51
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TALLAHASSEE, FLORIDA

7

COVER LETTER

H10000128539

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PacVest, Inc.

DOCUMENT NUMBER: P10000024364

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

Please return all correspondence concerning this matter to the following:

Cindy Kim
Name of Contact Person

Kim & Lowman, LLP
Firm/ Company

8620 NE 2 Avenue
Address

Miami, FL 33138
City/ State and Zip Code

agovrin@pacvestinc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Amit Govrin at (800) 387-7147
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:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy
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(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

H10000128539

Articles of Amendment
to
Articles of Incorporation
of

PacVest, Inc.

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

P10000024364

(Document Number of Corporation (if known))

FILED
10 JUN -2 AM 11:51
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)

1111 Brickell Avenue

Suite 1100

Miami, FL 33131

C. Enter new mailing address, if applicable;
(Mailing address MAY BE A POST OFFICE BOX)

Same as above

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

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>Pres</u>	<u>Adam Cohen</u>	<u>1111 Brickell Avenue</u> <u>Suite 1100</u> <u>Miami, FL 33131</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>CFO</u>	<u>Amit Govrin</u>	<u>1111 Brickell Avenue</u> <u>Suite 1100</u> <u>Miami, FL 33131</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>CEO</u>	<u>Christopher J. Donovan</u>	<u>1111 Brickell Avenue</u> <u>Suite 1100</u> <u>Miami, FL 33131</u>	<input checked="" 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 sheet (Articles IV, VII, IX, X, XI, XII, XIII).

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)

N/A

**Articles of Amendment to
Articles of Incorporation of PacVest, Inc. (P10000024364)**

E. If amending or adding additional Articles, enter changes here:

ARTICLE IV. SHARES ISSUED

The number of shares the corporation is authorized to issue shall be 100,000,000 Shares.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS

The Governing Board of the Corporation shall be denominated the "Board of Directors" therefore, and shall initially be composed of three (3) individuals, who shall be denominated the "Directors" of the Corporation:

Adam Cohen, President
Amit Govrin, CFO
Christopher J. Donovan, CEO

ARTICLE IX. POWERS OF GOVERNING BOARD:

The Governing Board of the Corporation is specifically granted by these Articles of Incorporation all powers permitted to be vested in the Governing Board of the Corporation by the provisions of Florida Corporation statutes, including, but not limited to, the powers to fix and determine designations, rights (with respect to voting redemption, sale, or otherwise), or other variations of each class or series within each class of stock issued by the corporation; to issue rights, options or warrants to purchase shares of any class or series within any class of the capital stock of the Corporation at any time under any terms and conditions deemed proper by said Governing Board; to fix dividends and to determine their proper distribution (and order of distribution) among the holders of the various classes of capital stock of the Corporation; to require the redemption of fractional shares of stock of any class or series and to issue payment in cash for such fractional shares of stock of any class, or to permit a holder of a fractional share to retain such interest; to permit conversion of any class or series of stock into stock of any other class or series, with any consideration deemed to be appropriate or with no consideration at all; to make any share belonging to a Special or Preferred class or series of stock subject to redemption at such times and prices, or issued in such series with such designation, preferences, and relative, participating, optionals, or other special rights, or qualifications, limitations, or restrictions thereof, as shall be determined by the Governing Board; to change the par value of the shares of any class or series, so long as the change is accompanied by the filing of appropriate amendments with Florida authorities; to change the form of Common stock voting for the Governing Board from non-cumulative, which shall be the form of voting at the outset, to cumulative; to exchange shares of any class or series of voting at the outset, to cumulative; to exchange shares of any class or series at anytime for shares, assets, or business of any other Corporation, or for the assets or business of any private company however organized; to

authorize and issue dividends at any time in any form, including, but not limited to, warrants, options, or rights to purchase shares of any class or series of stock as authorized by the Governing Board, cash, shares of any class or series, or ownership (however denominated); in any Company or Corporation "spun-off" by this Corporation without regard to its business purpose; to authorize acquisition of or merger with any business or Company, however organized, on any terms determined to be prudent by the Governing Board; or, within the limitations of State and Federal law, to permit or restrict the free-tradeability of the shares of any class or series of shares at the time of the issuance thereof.

ARTICLE X. NON-ASSESSABILITY FOR CORPORATION DEBTS:

After the amount of the subscription, price, the purchase price, or the par value of the stock of any class or series is paid into the Corporation, owners or holders of shares of any stock in the Corporation may never be assessed to pay the debts of the Corporation.

ARTICLE XI. CORPORATE POWERS:

The Corporation wishes to assert all possible powers exercisable by it as a Corporation or as an individual under the laws of the State of Florida, including, but not limited to, any powers to act in any business name under which it may legally operate; and any powers to accrue, automatically such additional or new powers as may be prescribed by any Federal or State Statute which may be enacted now or in the future.

ARTICLE XII. LIABILITY OF DIRECTORS:

As fully as possible under the laws of the State of Florida as they now exist and as they may from time to time be revised, the Corporation intends that its Directors be protected from legal action by stockholders or to other persons (natural or otherwise) on account of services as Directors of the Corporation. A Director shall not be liable for damages for actions of the Corporation to stockholders or to any other person (natural or otherwise) unless such Director engaged in personal fraud affecting such action or actions of the Corporation.

ARTICLE XIII. LIABILITY OF OFFICERS:

As fully as possible under the laws of the State of Florida as they now exist and as they may from time to time be revised, the Corporation intends that its Officers be protected from legal action by stockholders or the other persons (natural or otherwise) on account of service as Officers of the Corporation. An Officer shall not be liable for damages for actions of the Corporation to stockholders or to any other person (natural or otherwise) unless such Officer engaged in personal fraud affecting such action or actions of the Corporation.

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The date of each amendment(s) adoption: 3/12/2010
(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 6/2/10

Signature

[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)

ADAM COHEN
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

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