

P10000041080

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

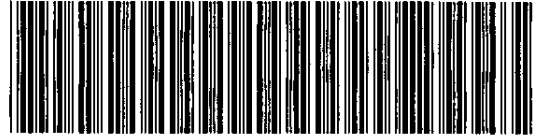
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

PRM
2-12-15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PREFERRED RESTAURANT BRANDS, INC.

DOCUMENT NUMBER: P10000041080

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

Please return all correspondence concerning this matter to the following:

Michael Riley

Name of Contact Person

Firm/ Company

242 Algiers Ave

Address

Fort Lauderdale, Florida, 33308

City/ State and Zip Code

MRiley8@aol.com

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

For further information concerning this matter, please call:

Michael Riley

Name of Contact Person

at (818) 877-6423

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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

FILED
15 FEB -9 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Amendment
to
Articles of Incorporation
of
PREFERRED RESTAURANT BRANDS, INC

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

P10000041080

(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 _____

(Florida street address)

New Registered Office 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

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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)

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	<u>D</u>	<u>DOERMER, RICHARD</u>	<u>4033 S. DEAN MARTIN DR</u>
<input type="checkbox"/> Add			<u>LAS VEGAS, NV 89103</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
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			


The date of each amendment(s) adoption: February 3, 2015, if other than the date this document was signed.

Effective date if applicable: February 3, 2015
(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 February 3, 2015

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)

Kenneth Antos
(Typed or printed name of person signing)

Chairman
(Title of person signing)

**CERTIFICATE OF DESIGNATIONS,
PREFERENCES AND RIGHTS OF
SERIES B PREFERRED STOCK, \$.001 PAR VALUE PER SHARE**

Preferred Restaurant Brands, Inc. fka Dixie Foods International, Inc., a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies that the following resolution was adopted by the Board of Directors of the Corporation (the "**Board**") on February 3, 2015, in accordance with the provisions of its Certificate of Incorporation (as amended and may be amended from time to time, the "**Certificate of Incorporation**") and by-laws. The authorized series of the Corporation's previously-authorized preferred stock shall have the following preferences, privileges, powers and restrictions thereof, as follows:

RESOLVED, that pursuant to the authority granted to and vested in the Board in accordance with the provisions of the Certificate of Incorporation, as amended, and by-laws of the Corporation, the Board hereby authorizes a series of the Corporation's previously authorized preferred stock (the "**Preferred Stock**"), and hereby states the designation and number of shares, and fixes the relative rights, preferences, privileges, powers and restrictions thereof as follows:

I. NAME OF THE CORPORATION.

Preferred Restaurant Brands, Inc. fka Dixie Foods International, Inc.

II. DESIGNATION AND AMOUNT; DIVIDENDS.

A. Designation. The designation of said series of preferred stock shall be Series B Preferred Stock, \$.001 par value per share (the "**Series B Preferred**").

B. Number of Shares. The number of shares of Series B Preferred authorized shall be one (1) share and shall have a stated value equal to \$1.00 (as may be adjusted for any stock dividends, combinations or splits with respect to such shares) (the "**Series B Stated Value**").

C. Dividends: Initially, there will be no dividends due or payable on the Series B Preferred. Any future terms with respect to dividends shall be determined by the Board consistent with the Corporation's Certificate of Incorporation. Any and all such future terms concerning dividends shall be reflected in an amendment to this Certificate, which the Board shall promptly file or cause to be filed.

III. LIQUIDATION AND REDEMPTION RIGHTS.

In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holder of Series B Preferred shall be entitled to receive, on parity with the holders Common Stock, assets of the Corporation available for distribution to the holders of capital stock of the Corporation. The Series B Preferred shall not have any priority or preference with respect to any distribution of any of the assets of the Corporation. Neither a consolidation or merger of the Corporation with another corporation or other entity nor a sale, transfer, lease or exchange of all or part of the Corporation's assets will be considered a liquidation, dissolution or winding up of the affairs of the Corporation for purposes of this Article III.

IV. RANK

All shares of the Series B Preferred shall rank (i) senior to the Corporation's common stock, par value \$.00001 per share ("**Common Stock**") and any other class or series of capital stock of the

Corporation hereafter created, (ii) *pari passu* with any class or series of capital stock of the Corporation hereafter created and specifically ranking, by its terms, on par with the Series B Preferred and (iii) junior to any class or series of capital stock of the Corporation hereafter created specifically ranking, by its terms, senior to the Series B Preferred, in each case as to distribution of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

V. VOTING RIGHTS.

Upon an "Event of Default" as that term is defined under the terms of that certain Senior Secured, Convertible, Redeemable Bridge Debenture, dated December 31, 2014, entered into by and between the Corporation, as borrower, and TCA Global Credit Master Fund, L.P., as lender, each one (1) share of the Series B Preferred shall have voting rights equal to (x) the total issued and outstanding Common Stock eligible to vote at the time of the respective vote divided by (y) forty nine one-hundredths (0.49) minus (z) the total issued and outstanding Common Stock eligible to vote at the time of the respective vote. For the avoidance of doubt, if the total issued and outstanding Common Stock eligible to vote at the time of the respective vote is 5,000,000, the voting rights of the Series B Preferred Stock shall be equal to 5,204,082 (e.g. $(5,000,000 / 0.49) - 5,000,000 = 5,204,082$).

VI. PROTECTION PROVISIONS.

So long as any shares of Series B Preferred are outstanding, the Corporation shall not, without first obtaining the unanimous written consent of the holders of Series B Preferred, alter or change the rights, preferences or privileges of the Series B Preferred or designate another class or series of the Corporation's Preferred Stock so as to affect adversely the holders of Series B Preferred.

VII. MISCELLANEOUS.

A. Status of Redeemed Stock: In case any shares of Series B Preferred shall be redeemed or otherwise reacquired, the shares so redeemed or reacquired shall resume the status of authorized but unissued shares of preferred stock, and shall no longer be designated as Series B Preferred.

B. Lost or Stolen Certificates: Upon receipt by the Corporation of (i) evidence of the loss, theft, destruction or mutilation of any Preferred Stock Certificate(s) and (ii) in the case of loss, theft or destruction, indemnity (with a bond or other security) reasonably satisfactory to the Corporation, or in the case of mutilation, the Preferred Stock Certificate(s) (surrendered for cancellation), the Corporation shall execute and deliver new Preferred Stock Certificates.

C. Waiver: Notwithstanding any provision in this Certificate of Designation to the contrary, any provision contained herein and any right of the holders of Series B Preferred granted hereunder may be waived as to all shares of Series B Preferred (and the holders thereof) upon the unanimous written consent of the holders of the Series B Preferred.

D. Notices: Any notices required or permitted to be given under the terms hereof shall be sent by certified or registered mail (return receipt requested) or delivered personally, by nationally recognized overnight carrier or by confirmed facsimile transmission, and shall be effective five (5) days after being placed in the mail, if mailed, or upon receipt or refusal of receipt, if delivered personally or by nationally recognized overnight carrier or confirmed facsimile transmission, in each case addressed to a party as set forth below, or such other address and telephone and fax number as may be designated in writing hereafter in the same manner as set forth in this Section.

If to the Corporation:

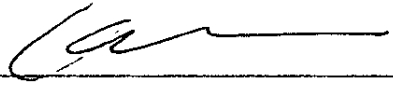
Preferred Restaurant Brands, Inc.
fka Dixie Foods International, Inc.
4033 South Dean Martin Drive
Las Vegas, Nevada 89103
Attention: Richard Groberg
Telephone: (702) 834-7101

If to the holder of Series B Preferred, to the address listed in the Corporation's books and records.

IN WITNESS WHEREOF, the undersigned has signed this certificate as of the 5th day of February, 2015.

PREFERRED RESTAURANT BRANDS, INC.
fka DIXIE FOODS INTERNATIONAL, INC.

By: _____


Ken Antos
President