

P10000065685

(Requestor's Name)

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(City/State/Zip/Phone #)

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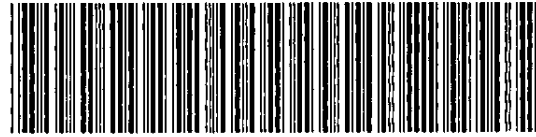
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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10 AUG 12 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
C.COULLETTE

AUG 12 2010

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

COASTAL CAPITAL ACQUISITION CORP.

Signature _____

Requested by: SETH

08/12/10 11:00

Name

Date

Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
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____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Articles of Amendment
to
Articles of Incorporation
of

COASTAL CAPITAL ACQUISITION CORP.

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

P10000065685

(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)

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

Amending Article IV of the Company's articles of incorporation to change and clarify the authorized shares of the Company as follows:

Common shares par value \$0.001, authorized 500,000,000 increased to 2,350,000,000.

Preferred shares, par value \$0.001, authorized in blank form for 5,000,000 shares,
are now classified in Series A, B, and C the rights and privileges are hereby attached for
each Series of Preferred Shares. In no case can the total shares issued under any
and all series, exceed a total of 5,000,000 shares cumulatively.

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

The date of each amendment(s) adoption: August 10, 2010

Effective date if applicable: August 9, 2010 *(date of adoption is required)*
(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

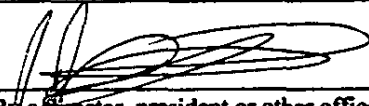
by _____."
(voting group)

☒ 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 August 11, 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)

Jeff Berkowitz, President/Director

(Typed or printed name of person signing)

(Title of person signing)

COASTAL CAPITAL ACQUISITION CORP.

Preferred Stock

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such Preferred Stock, prior to the issuance of any such shares.

The Board of Directors is expressly authorized at any time to adopt resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, to file articles of amendment which are effective without shareholder action to increase or decrease the number of shares included in each series of Preferred Stock (but not to decrease the number of shares in any series below the number of shares then issued), and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each series.

The Board of Directors of the Corporation on June 10, 2005 authorized the issuance of Series A Preferred Stock and Series B Preferred Stock, the designations and preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of which are described below:

(a) Series A Preferred Stock. The powers, designations, preferences and relative, participating, optional or other special rights of the shares of the Series A and the qualifications, limitations and restrictions of such preferences and rights shall be as follows:

Section 1. Issuance. The Board of Directors of the Corporation shall be authorized to issue shares of Series A from time to time as it sees fit;

Section 2. Voting Rights. Except as otherwise expressly provided herein or by law, the holder of shares of the Series A shall be entitled to vote on all matters and shall be entitled to 2,500 votes for each share of

Series A held by such holder, such number of votes to be appropriately adjusted in the event of any split, reverse split or dividend of the Common Stock. Except as expressly provided herein or required by law, the holder of shares of the Series A and the holders of shares of the Corporation's Common Stock shall vote together as a single class on all matters. As used in this Section 2, the term "Common Stock" shall mean and include the Corporation's Common Stock, par value \$.001 per share;

Section 3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of shares of Series A shall be entitled to be paid an amount equal to two times the amount payable with respect to each share of Common Stock. The consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, and the sale or transfer by the Corporation of all or substantially all of its assets, shall be deemed to be liquidation dissolution or winding up of the Corporation within the meaning of the provisions of this Section 3;

Section 4. Dividend Provisions. The holders of the Series A are not entitled to receive any dividends.

Section 5. Conversion of Series A Preferred Stock into Common Stock.

A. The shares of Series A shall convert into the number of shares of the Common Stock equal to the number of shares of Series A issued to the holder thereof, multiplied by ten (10) and divided by the lesser of four cents (\$.04) or the average of the closing bid price of the Corporation's Common Stock on the date of conversion of the Series A (the "A Conversion Shares").

B. In order to convert shares of Series A into Common Stock, the holder thereof shall *surrender the certificate or certificates for shares of Series A*, duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer to the Corporation (or, in the case of a lost or destroyed certificate, proof of loss or destruction and indemnity as required by the Corporation, at the office of the transfer agent), and shall give written notice to the Corporation that he elects to convert the

same and shall state therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. If the certificates for Common Stock are to be issued in a name or names other than that in which such shares of Series A was registered, the holder of the certificates being surrendered shall with such written notice pay to the transfer agent a sum to cover any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the transfer agent that such tax has been paid or is not due and payable. The transfer agent will, as soon as practicable thereafter, deliver at such office to such holder, or to its nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which it shall be entitled as aforesaid, as provided in Section 5(A);

C. All shares of the Series A which shall have been converted into Common Stock as herein provided shall not be reissued as shares of Series A but shall have the status of authorized and unissued shares of Preferred Stock undesignated as to series; and

D. Fractional shares of Common Stock shall not be issued upon the conversion of the shares of Series A but shall be addressed by the Corporation through the rounding of such fraction to the next whole share of Common Stock.

Section 6. Adjustment of Conversion Rate. The rate at which each share of Series A may be converted into Common Stock (hereinafter called the conversion rate) shall be subject to the following adjustments:

A. While any such shares of the Series A shall be outstanding, in case this Corporation shall subdivide the outstanding shares of Common Stock into a greater number of shares of common stock, or combine the outstanding shares of common stock into a smaller number of shares of common stock, the conversion rate shall be similarly adjusted;

B. Any dividend to holders of Common Stock in shares of Common Stock shall be considered a subdivision of the outstanding shares of Common Stock and an adjustment in the conversion rate shall be made in accordance with the provisions of Section 5 with respect to the subdivision of outstanding shares of Common Stock;

C. In case the Corporation shall be reorganized or recapitalized or shall be consolidated with or merged into another corporation, or shall sell or transfer its property and assets as, or substantially as, an entirety, proper provisions shall be made as part of the terms of such reorganization, recapitalization, consolidation, merger, sale or transfer whereby the holder of any shares of the Series A outstanding immediately prior to such event shall thereafter be entitled to such conversion rights with respect to securities of the corporation resulting from such reorganization, recapitalization, consolidation or merger, or to which such sale or transfer shall be made, as shall be substantially equivalent to the conversion rights provided for herein with respect to such shares of Series A;

Section 7. Reservation of Common Shares. The Corporation shall at all times reserve and keep available, out of its authorized unissued Common Stock a sufficient number of shares of Common Stock in order to issue such Common Stock upon conversion of all outstanding shares of Series A;

Section 8. Amendment. The terms of the Series A shall not be amended except with the consent of the holders of not less than a majority of the outstanding Series A Shares;

Section 9. Other Rights. Except as provided by law, the Series A shall not have any designation, preferences, or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof other than as set forth herein; and

Section 10. Notices. Any notice required to be given to holders of shares of Series A shall be deemed given upon deposit in the United States mail, postage prepaid, addressed to such holder of record at his address appearing on the books of the Corporation, or upon personal delivery at the aforementioned address.

(b) Series B Preferred Stock.

Corporation through the rounding of such fraction to the next whole share of Common Stock.

Section 6. Adjustment of Conversion Rate. The rate at which each share of Series B may be converted into Common Stock (hereinafter called the conversion rate) shall be subject to the following adjustments:

A. While any shares of the Series B shall be outstanding, in case this Corporation shall subdivide the outstanding shares of Common Stock into a greater number of shares of Common Stock, or combine the outstanding shares of Common Stock into a smaller number of shares of Common Stock, the number of shares into which the Series B are convertible shall be proportionately increased or decreased, as the case may require, such increase or decrease to become effective immediately after the opening of business on the date following the day upon which such subdivision or combination becomes effective;

B. Any dividend to holders of Common Stock in shares of Common Stock shall be considered a subdivision of the outstanding shares of Common Stock and an adjustment in the conversion rate shall be made in accordance with the provisions of Section 5 with respect to the subdivision of outstanding shares of Common Stock;

C. No adjustment of the conversion rate shall be made by reason of the issuance of Common Stock to non-shareholders of the Corporation in exchange for cash, property or services provided that if the Corporation shall offer to the holders of the Corporation's Common Stock any rights to subscribe for any securities of the Corporation then the holders of the shares of Series B shall be entitled to subscribe for the purchase of the same number of securities on identical terms as they would have been entitled had they held that number of shares of Common Stock into which the shares of Series B was convertible on such date; and

D. In case the Corporation shall be reorganized or recapitalized or shall be consolidated with or merged into another corporation, or shall sell or transfer its property and assets as, or substantially as, an entirety, proper provisions shall be made as part of the terms of such reorganization, recapitalization, consolidation, merger, sale or transfer whereby the holder of any shares of the Series B outstanding immediately prior to such event shall thereafter be entitled to such

conversion rights with respect to securities of the corporation resulting from such reorganization, recapitalization, consolidation or merger, or to which such sale or transfer shall be made, as shall be substantially equivalent to the conversion rights provided for herein with respect to such shares of Series B;

Section 7. Reservation of Common Shares. The Corporation shall at all times reserve and keep available, out of its authorized and unissued Common Stock a sufficient number of shares of Common Stock in order to issue such Common Stock upon conversion of all outstanding shares of Series B;

Section 8. Amendment. The terms of the Series B shall be amended only with the consent of the holders of not less than a majority of the outstanding Series B Shares;

Section 9. Other Rights. Except as provided by law, Series B Shares shall not have any designation, preferences, or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein; and

Section 10. Notices. Any notice required to be given to holders of shares of Series B shall be deemed given upon deposit in the United States mail, postage prepaid, addressed to such holder of record at his address appearing on the books of the Corporation, or upon personal delivery at the aforementioned address.

(c) Series C Preferred Stock.

The powers, designations, preferences, and relative, participating, optional or other special rights of the shares of the Series C and the qualifications, limitations and restrictions of such preferences and rights shall be as follows:

Section 1. Issuance. The Board of Directors of the Corporation shall be authorized to issue shares of Series C from time to time as it sees fit;

Section 2. Voting Rights. Except as otherwise expressly provided herein or by law, the holder of shares of the Series C shall be entitled to vote on all matters and shall be entitled to 950 votes for each share of Series C held by such holder, such number of votes to be appropriately adjusted in the event of any split, reverse split or dividend of the Common Stock. Except as otherwise expressly provided herein or as expressly required by law, the holders of shares of the Series A, B and

Series C and holders of shares of the Corporation's common stock shall vote together as a single class on all matters;

Section 3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of shares of Series C shall be entitled to be paid an amount equal to two times the amount payable with respect to each share of Preferred C, but only after payment of the liquidating distribution with respect to the Series A. The consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, and the sale or transfer by the Corporation of all or substantially all of its assets, shall be deemed to be liquidation dissolution or winding up of the Corporation within the meaning of the provisions of this Section 3;

Section 4. Dividend Provisions. The holders of the Series C are not entitled to receive any dividends;

Section 5. Conversion of Series C Preferred Stock into Common Stock. The holders of record of shares of Series C shall have the right, at their option, to convert such shares into shares of the Common Stock, \$.001 par value per share, of the Corporation at any time from the date of the issuance of such Series C Shares in accordance with and subject to the following terms and conditions:

A. At any time following the issuance of the shares of Series C, the outstanding shares of Series C shall, on five days prior written notice to the Corporation, be convertible into fully paid and non-assessable shares of Common Stock at the rate of Nine Hundred Fifty (950) shares of Common Stock for each share of Series C, subject to adjustment as hereinafter provided in Section 6. The exchange shall be consummated at the office of the transfer agent for the Corporation's Common Stock (or at such other place or places as may be designated by the Corporation with notice to the holders of record of the shares of Series C);

B. In order to convert shares of Series C into Common Stock, the holder thereof shall surrender the certificate or certificates for shares of Series C, duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer to the Corporation (or, in the case of a lost or destroyed certificate, proof of loss or destruction and indemnity

as required by the Corporation), at the office of the transfer agent, and shall give written notice to the Corporation that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. If the certificates for Common Stock are to be issued in a name or names other than that in which such shares of Series C was registered, the holder of the certificates being surrendered shall with such written notice pay to the transfer agent a sum to cover any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the transfer agent that such tax has been paid or is not due and payable. The transfer agent, or the designee of the Board of Directors will, as soon as practicable thereafter, deliver at such office to such holder, or to its nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which it shall be entitled as aforesaid, as provided in Section 5. Shares of the Series C shall be deemed to have been converted as of the date of the surrender of such shares for conversion as provided above, 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 holders of such shares of Common Stock on such date;

C. All shares of the Series C which shall have been converted into Common Stock as herein provided shall not be reissued as shares of Series C but shall have the status of authorized and unissued shares of Preferred Stock undesignated as to series; and

D. Fractional shares of Common Stock shall not be issued upon the conversion of the shares of Series C but shall be addressed by the Corporation through the rounding of such fraction to the next whole share of Common Stock.

Section 6. Adjustment of Conversion Rate. The rate at which each share of Series C may be converted into Common Stock (hereinafter called the conversion rate) shall be subject to the following adjustments:

A. While any shares of the Series C shall be outstanding, in case this Corporation shall subdivide the outstanding shares of Common Stock into a greater number of shares of Common Stock, or combine the outstanding shares of Common Stock into a smaller number of shares of Common Stock, the number of shares into which the Series C are convertible shall be proportionately increased or decreased, as the case may require, such increase or decrease to become effective

immediately after the opening of business on the date following the day upon which such subdivision or combination becomes effective;

B. Any dividend to holders of Common Stock in shares of Common Stock shall be considered a subdivision of the outstanding shares of Common Stock and an adjustment in the conversion rate shall be made in accordance with the provisions of Section 5. with respect to the subdivision of outstanding shares of Common Stock;

C. No adjustment of the conversion rate shall be made by reason of the issuance of Common Stock to non-shareholders of the Corporation in exchange for cash, property or services provided that if the Corporation shall offer to the holders of the Corporation's Common Stock any rights to subscribe for any securities of the Corporation then the holders of the shares of Series C shall be entitled to subscribe for the purchase of the same number of securities on identical terms as they would have been entitled had they held that number of shares of Common Stock into which the shares of Series C was convertible on such date; and

D. In case the Corporation shall be reorganized or recapitalized or shall be consolidated with or merged into another corporation, or shall sell or transfer its property and assets as, or substantially as, an entirety, proper provisions shall be made as part of the terms of such reorganization, recapitalization, consolidation, merger, sale or transfer whereby the holder of any shares of the Series C outstanding immediately prior to such event shall thereafter be entitled to such conversion rights with respect to securities of the corporation resulting from such reorganization, recapitalization, consolidation or merger, or to which such sale or transfer shall be made, as shall be substantially equivalent to the conversion rights provided for herein with respect to such shares of Series C;

Section 7. Reservation of Common Shares. The Corporation shall at all times reserve and keep available, out of its authorized and unissued Common Stock a sufficient number of shares of Common Stock in order to issue such Common Stock upon conversion of all outstanding shares of Series C;

Section 8. Amendment. The terms of the Series B shall be amended only with the consent of the holders of not less than a majority of the outstanding Series C Shares;

Section 9. Other Rights. Except as provided by law, Series C Shares shall

not have any designation, preferences, or relative, participating, optional or other special rights, or qualifications, limitations or restrictions thereof, other than as set forth herein; and

Section 10. Notices. Any notice required to be given to holders of shares of Series C shall be deemed given upon deposit in the United States mail, postage prepaid, addressed to such holder of record at his address appearing on the books of the Corporation, or upon personal delivery at the aforementioned address.

outstanding shares of Series B shall, on five days prior written notice to the Corporation, be convertible into fully paid and non-assessable shares of Common Stock at the rate of Twenty-Five Thousand (25,000) shares of Common Stock for each share of Series B, subject to adjustment as hereinafter provided in Section 6. The exchange shall be consummated at the office of the transfer agent for the Corporation's Common Stock (or at such other place or places as may be designated by the Corporation with notice to the holders of record of the shares of Series B);

B. In order to convert shares of Series B into Common Stock, the holder thereof shall surrender the certificate or certificates for shares of Series B, duly endorsed to the Corporation or in blank, or accompanied by proper instruments of transfer to the Corporation (or, in the case of a lost or destroyed certificate, proof of loss or destruction and indemnity as required by the Corporation), at the office of the transfer agent, and shall give written notice to the Corporation that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued. If the certificates for Common Stock are to be issued in a name or names other than that in which such shares of Series B was registered, the holder of the certificates being surrendered shall with such written notice pay to the transfer agent a sum to cover any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the transfer agent that such tax has been paid or is not due and payable. The transfer agent will, as soon as practicable thereafter, deliver at such office to such holder, or to its nominee or nominees, a certificate or certificates for the number of full shares of Common Stock to which it shall be entitled as aforesaid, as provided in Section 5. Shares of the Series B shall be deemed to have been converted as of the date of the surrender of such shares for conversion as provided above, 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 holders of such shares of Common Stock on such date;

C. All shares of the Series B which shall have been converted into Common Stock as herein provided shall not be reissued as shares of Series B but shall have the status of authorized and unissued shares of Preferred Stock undesignated as to series; and

D. Fractional shares of Common Stock shall not be issued upon the conversion of the shares of Series B but shall be addressed by the

The powers, designations, preferences, and relative, participating, optional or other special rights of the shares of the Series B and the qualifications, limitations and restrictions of such preferences and rights shall be as follows:

Section 1. Issuance. The Board of Directors of the Corporation shall be authorized to issue shares of Series B from time to time as it sees fit;

Section 2. Voting Rights. Except as otherwise expressly provided herein or by law, the holder of shares of the Series B shall be entitled to vote on all matters and shall be entitled to 10,000 votes for each share of Series B held by such holder, such number of votes to be appropriately adjusted in the event of any split, reverse split or dividend of the Common Stock. Except as otherwise expressly provided herein or as expressly required by law, the holders of shares of the Series A and Series B and holders of shares of the Corporation's common stock shall vote together as a single class on all matters;

Section 3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of shares of Series B shall be entitled to be paid an amount equal to two times the amount payable with respect to each share of Common Stock, but only after payment of the liquidating distribution with respect to the Series A. The consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, and the sale or transfer by the Corporation of all or substantially all of its assets, shall be deemed to be liquidation dissolution or winding up of the Corporation within the meaning of the provisions of this Section 3;

Section 4. Dividend Provisions. The holders of the Series B are not entitled to receive any dividends;

Section 5. Conversion of Series B Preferred Stock into Common Stock. The holders of record of shares of Series B shall have the right, at their option, to convert such shares into shares of the Common Stock, \$.001 par value per share, of the Corporation at any time from the date of the issuance of such Series B Shares in accordance with and subject to the following terms and conditions:

A. At any time following the issuance of the shares of Series B, the