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FROM: GREENBERG TRAUER BOCA

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JUN-16-2011 07:18AM

FROM-GREENBERG TRAUIG BOCA

T-072 P.002/005 F-442
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June 15, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FUNKY BISCUIT ENTERPRISES, INC.
6427 NW 99TH AVE
PARKLAND, FL 33076

SUBJECT: FUNKY BISCUIT ENTERPRISES, INC.
REF: P11000055580

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE FLORIDA STATUTE NUMBER TO READ, 607.0602 INSTEAD OF 607.1006 SINCE IT DEALS WITH TERMS OF CLASS OR SERIES DETERMINED BY THE BOARD OF DIRECTORS, IN THE AMENDMENT DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FUNKY BISCUIT ENTERPRISES, INC.
CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND LIMITATIONS
OF SERIES A PREFERRED STOCK**

Pursuant to Section 607.0602 of the Florida Business Corporation Act, the undersigned, being the President of FUNKY BISCUIT ENTERPRISES, INC., a Florida corporation (the "Corporation"), bearing Document Number P11000055580 does hereby submit these Articles of Amendment for the purpose of amending the Corporation's Articles of Incorporation as follows:

FIRST: The Articles of Incorporation of the Company authorizes the issuance of One Hundred Thousand (100,000) shares of common stock, par value \$.001 per share (the "Common Stock") and Ten Thousand (10,000) shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), and further, authorizes the Board of Directors of the Company, 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 June 14, 2011, the Board of Directors approved, by unanimous written consent, the designation of One Thousand (1,000) shares of the Preferred Stock as Series A Preferred Stock and authorized the issuance of the Series A Preferred Stock at a price of \$30 per share. The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A Preferred Stock shall be as hereinafter described.

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

Series A Preferred Stock

1. Designation. The designation of the series of preferred stock created hereby shall be "Series A Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be One Thousand (1,000) shares, with a stated value of Thirty Dollars (\$30.00) per share ("Stated Value").

2. Dividends. The holders of the Series A Preferred shall be entitled to share ratably, on a per share basis, in all dividends declared and paid to holders of the Corporation's Common Stock.

3. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive, before the holders of any of the Common Stock or other classes of

Preferred Stock of the Corporation ranking junior thereto, out of the remaining net assets of the Corporation, the Stated Value of the Series A Preferred Stock plus any accrued but unpaid dividends. After such payment shall have been made in full to the holders of the outstanding Series A Preferred Stock, or funds or assets necessary for such payment shall have been set aside in trust for the account of the holders of the outstanding Series A Preferred Stock, so as to be and continue to be available therefor, the holders of the outstanding Series A Preferred Stock shall be entitled to no further participation in such distribution of the assets of the Corporation.

In the event that, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences or other rights granted to the holders of Series A Preferred Stock, the remaining net assets of the Corporation are not sufficient to pay the liquidation preference of the holders of the Series A Preferred Stock, then no such distribution shall be made on account of any shares of any other class or series of capital stock of the Corporation ranking on a parity with the shares of the Series A Preferred Stock upon such liquidation, unless proportionate distributive amounts shall be paid on account of each share of the Series A Preferred Stock, ratably, in proportion to the full distributable amounts for which holders of all such parity shares, including other shares of Series A Preferred Stock, are respectively entitled upon such liquidation.

4. Redemption of Series A Preferred Stock. The Series A Preferred Stock of any holder shall be redeemable, in whole or in part, at the option of the Series A Preferred Stock holders, from time to time and at any time, commencing any time after the date hereof. The redemption price shall equal the Stated Value of each share of Series A Preferred Stock so redeemed, plus any accrued and unpaid dividend on such share(s) being redeemed. In the event that less than the entire amount of the Series A Preferred Stock outstanding is redeemed at any one time, the shares of Series A Preferred Stock shall be redeemed on a pro rata basis.

5. Ranking. As long as any shares of the Series A Preferred Stock remain outstanding, the Corporation shall not, without obtaining the prior written consent of the holders of at least two-thirds in number of the shares of the Series A Preferred Stock then outstanding, create, authorize or issue any other class or series of capital stock of the Corporation, the terms of which provide that such class or series shall rank prior to the Series A Preferred Stock in respect to rights upon dissolution, liquidation or winding up of the Corporation; provided, however, the Corporation may at any time create, authorize or issue, without the consent of any of the holders of the Series A Preferred Stock, other classes or series of capital stock which rank junior to, or on parity with, the Series A Preferred Stock in respect to dissolution, liquidation or winding up of the Corporation.

6. Voting. Except as may be otherwise required by law or as set forth in the Corporation's Articles of Incorporation, as amended, each holder of Series A Preferred Stock shall vote together with the shares of the Corporation's Common Stock as a single class. On all matters to be voted upon by the stockholders on any matter, each holder of Series A Preferred Stock shall be entitled to one thousand (1,000) votes per share.

7. Amendments. This Certificate of Designation may be amended only upon both (i) the affirmative vote of not less than a majority of the holders of Series A Preferred Shares outstanding at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

THIRD: The foregoing Amendment was adopted by the Board of Directors of the Company pursuant to the Florida Business Corporation Act. Therefore, the number of votes cast for the Amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Company has caused this Amendment to be executed by its duly authorized officer this May, 2011.

June 12



Albert J. Poliak, Chairman and President