

PIZ000052055

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

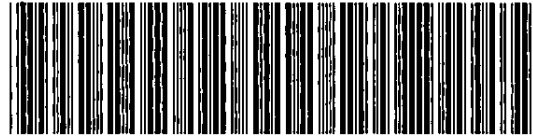
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100239346301

11/30/12--01009--001 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 NOV 27 PM 12:40

Amend
@ 11/29/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Imperial Asset Trading Inc.
DOCUMENT NUMBER: P12000052055

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

Please return all correspondence concerning this matter to the following:

Anthony Lauria
Name of Contact Person
Imperial Asset Trading Inc.
Firm/ Company
110 E. Broward Blvd. Suite 1700
Address
Fort Lauderdale, FL 33301
City/ State and Zip Code
info@imperialassettrading.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anthony Lauria at (888) 415-8810
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:

- ☒ \$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)

RECEIVED
12 NOV 27 AM 9:24
DEPARTMENT OF STATE
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 THE ARTICLES OF INCORPORATION
OF
IMPERIAL ASSET TRADING INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JULY 27 PM 12:40

Pursuant to the provisions of sections 607.1005 and 607.1006, Florida Statutes, on November 6, 2012 all of the directors of Imperial Asset Trading Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the authorized capital of the Corporation should be changed to 250 million shares of common stock, \$0.001 par value per share, and 50 million shares of preferred stock, no par value.

RESOLVED: That 2.5 million shares of preferred stock should be designated as Series A Preferred Stock bearing the attributes set forth below.

RESOLVED: That 10 million shares of preferred stock should be designated as Series B Preferred Stock bearing the attributes set forth below.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

RESOLVED: That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

In accordance with the Florida Statutes, the above resolutions were adopted by the board of directors without shareholder action and shareholder action was not required.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is 300 million shares, consisting of: (1) 250 million shares of Common Stock, \$0.001 par value per share, (the "Common Stock") and (2) 50 million shares of Preferred Stock, no par value, (the "Preferred Stock") of which: (i) 2.5 million shares shall be of a class designated "Series A Preferred Stock", (ii) 10 million of which shall be of a class designated "Series B Preferred Stock", and (iii) 37.5 million of which shall be undesignated or considered "blank-check" preferred stock. The numbers of Preferred Stock may be decreased by the Board of Directors (the "Board") of the Corporation without a vote of stockholders; provided, however, that such number may not be decreased below the number of then currently outstanding shares of Series A Preferred Stock or Series B Preferred Stock.

The Board is authorized to determine the designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Preferred Stock.

The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Preferred Stock shall be as follows:

1. Preferred Stock.

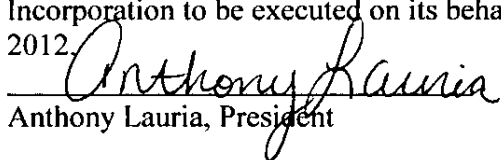
(a) General. Subject to the other provisions of this Articles of Amendment to the Articles of Incorporation, the Board of Directors is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting rights, designations, powers, preferences and relative, participating, optional or other rights, and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares as may be permitted by law. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The authority of the Board of Directors of the Corporation with respect to each series shall include, but not be limited to, the determination or fixing of the following: (i) the designation of such series; (ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of stock or any other series of any class of stock of the Corporation, and whether such dividends shall be cumulative or non-cumulative; (iii) whether the shares of such series shall be subject to redemption by the Corporation and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption; (iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series; (v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes of any stock or any other series of any class of stock of the Corporation, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange; (vi) the extent, if any, to which the holders of shares of such series shall be entitled to vote with respect to the election of directors or otherwise; (vii) the restrictions, if any, on the issue or reissue of any additional shares of such series; and (viii) the rights of the holders of the shares of such series upon the liquidation, dissolution or distribution of assets of the Corporation.

(b) Series A Preferred Stock. In accordance with this Article IV, the Board of Directors has designated certain shares of Preferred Stock as Series A Preferred Stock with the voting powers, preferences, rights, qualifications, limitations and restrictions as set forth in the Certificate of Designation of Series A Preferred Stock in Exhibit A attached hereto.

(c) Series B Preferred Stock. In accordance with this Article IV, the Board of Directors has designated certain shares of Preferred Stock as Series B Preferred Stock with the voting powers, preferences, rights, qualifications, limitations and restrictions as set forth in the Certificate of Designation of Series B Preferred Stock in Exhibit B attached hereto.

The effective date of this Amendment to Articles of Incorporation is the date of filing with the Florida Department of State.

IN WITNESS THEREOF, the Corporation has caused this Amendment to Articles of Incorporation to be executed on its behalf by its authorized officer on the 5 day of November, 2012.


Anthony Lauria, President

**CERTIFICATE OF DESIGNATION
OF
SERIES A PREFERRED STOCK
OF
IMPERIAL ASSET TRADING INC.**

Imperial Asset Trading Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to its Articles of Incorporation, as amended, and Sections 607.1002, 607.1005 and 607.1006 of the Florida Business Corporation Act, that the Corporation's board of directors has duly adopted the following resolution creating a series of 2.5 million shares of Series A preferred stock designated "Series A Preferred Stock":

RESOLVED, that of the 50 million shares of preferred stock authorized to be issued by the Corporation, 2.5 million shares are hereby designated as Series A Preferred Stock, no par value (the "Series A Preferred Stock"), and the Corporation hereby fixes the powers, designations, preferences and rights, and the qualifications, limitations or restrictions of the Series A Preferred as follows:

1. Definitions. As used in this Certificate of Designation (this "Certificate"), the following terms have the respective meanings specified below:

"Board" means the board of directors of the Corporation.

"Articles of Incorporation" means the Corporation's articles of incorporation, as amended by this Certificate of Designation and as further amended from time to time.

"Capital Stock" means all shares of the Corporation's capital stock, including Common Stock, Series A Preferred Stock, Series B Preferred Stock and any other series or class of stock or securities subsequently authorized by the Corporation or its shareholders or any securities convertible into any series or class of stock.

"Common Stock" means the Common Stock of the Corporation, \$0.001 par value per share.

"Series B Preferred Stock" means the Series B Preferred Stock of the Corporation, no par value.

"Stated Value" means the original issue price paid to the Corporation by the purchaser/holder for each share of Series A Preferred Stock.

2. Ranking. Except as otherwise provided herein, the Series A Preferred Stock will rank, with respect to rights to the payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, (i) on a parity with the Common Stock and all equity securities issued by the Corporation with terms specifically providing that those equity securities rank on a parity with the Series A Preferred Stock with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation; and (ii) junior to all equity securities issued by the Corporation

with terms specifically providing that those equity securities rank senior to the Series A Preferred Stock with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

3. Voting Rights. Except as otherwise provided by law, the Series A Preferred stock shall be non-voting.

4. Dividends and Distributions.

(a) At any time after twelve (12) months from the date of original issue of each share of Series A Preferred Stock, the Board, in its sole discretion, may declare an annual dividend on the Series A Preferred Stock equal to 8% of the Stated Value, on the terms and conditions established by the Board in its sole discretion.

(b) The holders of Series A Preferred Stock will be entitled to participate in all dividends and other distributions paid at any time upon or with respect to the Common Stock. No dividend or other distribution whatsoever shall be declared or paid on Common Stock at any time unless the Corporation has paid or simultaneously with such declaration and payment declares and pays all accrued dividends to the holders of Series A Preferred Stock.

(c) The holders of Series A Preferred Stock will be entitled to be paid pari passu with the Common Stock the portion of all assets of the Corporation available for payment or distribution upon liquidation, dissolution or winding up of the Corporation.

5. Redemption/Call Option.

(a) Right to Redeem. At any time, the Corporation has the option, in whole or in part, to redeem from the holder all or any of his shares of Series A Preferred Stock at the purchase price below.

(b) Purchase Price. The Purchase Price for each share of Series A Preferred Stock to be redeemed shall be equal to:

(i) If the Corporation elects to redeem within 12 months after the subject shares have first been issued by the Corporation, the Purchase Price shall be the sum of (x) the Stated Value plus (y) the product of the Stated Value multiplied by twelve percent (12%) prorated to the date of redemption.

(ii) If the Corporation elects to redeem after 12 months but before 2 years after the subject shares have first been issued by the Corporation, the Purchase Price shall be the sum of (x) the Stated Value plus (y) the product of the Stated Value multiplied by nine percent (9%) prorated to the date of redemption.

(iii) If the Corporation elects to redeem after 2 years but before 3 years after the subject shares have first been issued by the Corporation, the Purchase Price shall be the sum of (x) the Stated Value plus (y) the product of the Stated Value multiplied by six percent (6%) prorated to the date of redemption.

(iv) If the Corporation elects to redeem after 4 years after the subject shares have first been issued by the Corporation, the Purchase Price shall be the sum of (x) the Stated Value plus (y) the product of the Stated Value multiplied by three percent (3%) prorated to the date of redemption.

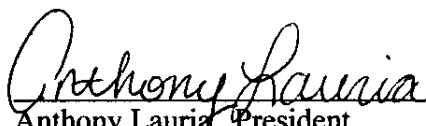
(c) **Mechanics of Redemption.** Before the Corporation shall be entitled to redeem shares of Series A Preferred Stock, it shall give written notice to the holders of the Series A Preferred Stock (the "Notice of Redemption") that it elects to redeem and shall state therein the number of shares of Series A Preferred Stock being redeemed. Thereupon, the Corporation shall promptly issue and deliver to such holder the Purchase Price and the holder shall deliver to the Corporation the certificate or certificates for the number of shares of Series A Preferred Stock being redeemed. Such redemption shall be deemed to have been made immediately prior to the close of business on the date the Notice of Conversion is received by the holder of such Series A Preferred Stock.

6. **Amendment.** Any term relating to the Series A Preferred Stock may be amended and the observance of any term relating to the Series A Preferred Stock may be waived (either generally or in a particular instance and either retroactively or prospectively) only with the vote or written consent of the Board and the holders of a majority of the then-outstanding Series A Preferred Stock. Any amendment or waiver so affected shall bind the Corporation and any then-current or future holder of shares of Series A Preferred Stock.

7. **Conflict.** In the event of a conflict between the provisions of this Certificate and the provisions of the Articles of Incorporation as in effect prior to the filing of this Certificate, the provisions of this Certificate shall govern and control.

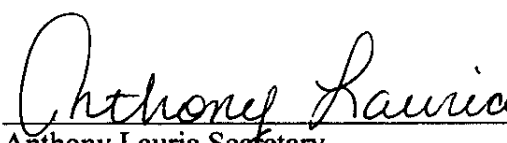
THE UNDERSIGNED, being an authorized officer of the Corporation, for the purpose of amending the Corporation's Articles of Incorporation, does make this Certificate of Designation of Series A Preferred Stock, hereby acknowledging, declaring, and certifying that the foregoing amendment of the Corporation's Articles of Incorporation by this Certificate of Designation of Series A Preferred Stock is the act and deed of the Corporation and that the facts herein stated are true, and have accordingly hereunto set my hand this 5th day of November 2012.

IMPERIAL ASSET TRADING INC.

By: 
Anthony Lauria, President

I, Anthony Luria, Secretary of Imperial Asset Trading Inc. hereby acknowledge on behalf of Imperial Asset Trading Inc that the foregoing Certificate of Designation of Series A Preferred Stock is the corporate act of such corporation and all amendments contained herein were duly adopted by the board of directors of the Corporation on November 5, 2012. The number of votes cast for the amendments were sufficient for approval and they were duly approved, adopted and confirmed in all respects.

Date: November 5, 2012


Anthony Lauria, Secretary

**CERTIFICATE OF DESIGNATION
OF
SERIES B PREFERRED STOCK
OF
IMPERIAL ASSET TRADING INC.**

Imperial Asset Trading Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to its Articles of Incorporation, as amended, and Sections 607.1002, 607.1005 and 607.1006 of the Florida Business Corporation Act, that the Corporation's board of directors has duly adopted the following resolution creating a series of 10 million shares of Series B preferred stock designated "Series B Preferred Stock".

RESOLVED, that of the 50 million shares of preferred stock authorized to be issued by the Corporation, 10 million shares are hereby designated as Series B Preferred Stock, no par value (the "Series B Preferred Stock"), and the Corporation hereby fixes the powers, designations, preferences and rights, and the qualifications, limitations or restrictions of the Series B Preferred as follows:

1. Definitions. As used in this Certificate of Designation (this "Certificate"), the following terms have the respective meanings specified below:

"Board" means the board of directors of the Corporation.

"Articles of Incorporation" means the Corporation's articles of incorporation, as amended by this Certificate of Designation and as further amended from time to time.

"Capital Stock" means all shares of the Corporation's capital stock, including Common Stock, Series A Preferred Stock, Series B Preferred Stock and any other series or class of stock or securities subsequently authorized by the Corporation or its shareholders or any securities convertible into any series or class of stock.

"Common Stock" means the Common Stock of the Corporation, \$0.001 par value per share.

"Series A Preferred Stock" means the Series A Preferred Stock of the Corporation, no par value.

2. Ranking. Except as otherwise provided herein, the Series B Preferred Stock will rank, with respect to rights to the payment of dividends and the distribution of assets in the event of any liquidation, dissolution or winding up of the Corporation, (i) on a parity with the Common Stock and all equity securities issued by the Corporation with terms specifically providing that those equity securities rank on a parity with the Series B Preferred Stock with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation; and (ii) junior to all equity securities issued by the Corporation with terms specifically providing that those equity securities rank senior to the Series B Preferred

Stock with respect to rights to the payment of dividends and the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

3. Voting Rights. On all matters to come before the shareholders of the Corporation, each share of Series B Preferred Stock shall entitle the holder thereof to ten (10) votes. Except as otherwise expressly provided by this Certificate or by applicable law, the holders of Series B Preferred Stock shall vote together with the holders of the outstanding shares of Capital Stock, and not as a separate class, series or voting group.

4. Dividends. In the event any dividend or other distribution payable in cash or other property (other than shares of Common Stock of the Corporation) is declared on the Common Stock, the holders of shares of Series B Preferred Stock on the record date for such dividend or distribution shall be entitled to receive per share on the date of payment or distribution of such dividend or other distribution the amount of cash or property equal to the cash or property which would be received by the holders of the number of shares of Common Stock into which a share or shares of Series B Preferred Stock would be converted pursuant to section 5 hereof immediately prior to such record date.

5. Conversion. The record holders of the Series B Preferred Stock shall have conversion rights as follows:

(a) Holders Right to Convert. Each share of Series B Preferred Stock shall entitle the holder thereof to convert any or all of the shares of Series B Preferred Stock held by such holder at any time, and from time to time, into one (1) fully paid and non-assessable share of Common Stock of the Corporation.

(b) Mechanics of Conversion. Before any holder of Series B Preferred Stock shall be entitled to convert shares of Series B Preferred Stock into shares of Common Stock, he shall give written notice to the Corporation (the "Notice of Conversion") that he elects to convert and shall state therein the number of shares of Series B Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver to such holder of Series B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled and the certificate or certificates representing the shares of Series B Preferred Stock being converted shall be deemed canceled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date the Notice of Conversion is received by the Corporation, 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 on such date.

(c) Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, theft, destruction or mutilation of any Series B Preferred Stock certificates, and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon surrender and cancellation of the Series B Preferred Stock Certificate(s), if any, the Corporation shall execute and deliver new Series B Preferred Stock certificate(s) of like tenor and date. However, the Corporation shall not be obligated to re-issue such lost, stolen or mutilated Series B Preferred Stock Certificate(s), if such holder contemporaneously requests the Corporation to convert such Series B Preferred Stock into Common Stock.

(d) **No Fractional Shares.** If any conversion of the Series B Preferred Stock would create a fractional share of Common Stock to a holder or a right to acquire a fractional share of common stock, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion, shall be the next higher number of shares, or the Corporation may at its option pay cash equal to fair value of the fractional share based on the fair market value of one share of the Corporation's Common Stock on the date of conversion, as determined in good faith by the Board.

(e) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series B Preferred Stock, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of Series B 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 Series B Preferred Stock, the Corporation will immediately take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. **Amendment.** Any term relating to the Series B Preferred Stock may be amended and the observance of any term relating to the Series B Preferred Stock may be waived (either generally or in a particular instance and either retroactively or prospectively) only with the vote or written consent of the Board and the holders of a majority of the then-outstanding Series B Preferred Stock. Any amendment or waiver so effected shall bind the Corporation and any then-current or future holder of shares of Series B Preferred Stock.

7. **Conflict.** In the event of a conflict between the provisions of this Certificate and the provisions of the Articles of Incorporation as in effect prior to the filing of this Certificate, the provisions of this Certificate shall govern and control.

THE UNDERSIGNED, being an authorized officer of the Corporation, for the purpose of amending the Corporation's Articles of Incorporation, does make this Certificate of Designation of Series B Preferred Stock, hereby acknowledging, declaring, and certifying that the foregoing amendment of the Corporation's Articles of Incorporation by this Certificate of Designation of Series B Preferred Stock is the act and deed of the Corporation and that the facts herein stated are true, and have accordingly hereunto set my hand this 5 day of November 2012.

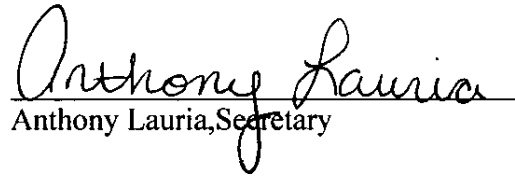
IMPERIAL ASSET TRADING INC.

By: 
Anthony Luria, President

I, Anthony Luria, Secretary of Imperial Asset Trading Inc. hereby acknowledge on behalf of Imperial Asset Trading Inc that the foregoing Certificate of Designation of Series B Preferred Stock is the corporate act of such corporation and all amendments contained herein were duly adopted by the board of directors of the Corporation on November 5, 2012. The number of

votes cast for the amendments were sufficient for approval and they were duly approved, adopted and confirmed in all respects.

Date: November 5, 2012


Anthony Lauria, Secretary