

P14 000070323

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14 AUG 28 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.M.
9-8-14

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANTHEM LAND HOLDINGS, INC.
P14000070323**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE III: PURPOSE. The purpose for which the Corporation is organized is the transaction of any and all lawful activities for which corporations may be incorporated under the laws of the State of Florida, as the same may be amended from time to time.

ARTICLE IV: CAPITAL STOCK. The aggregate number of shares of capital stock that the Corporation shall be authorized to issue is Nine Hundred and One Million (901,000,000) shares which shall consist of the following:

(a) COMMON STOCK. The authorized Common Stock of the Corporation shall be Nine Hundred Million (900,000,000) shares of Common Stock with a par value of \$.0001 per share. The holders of the Common Stock shall be entitled to one vote for each share held by them of record on the books of the Corporation. Such shares of Common Stock may be issued by the Corporation from time to time for such consideration greater than or equal to par value as may be fixed from time to time by the Board of Directors.

(b) PREFERRED STOCK. The authorized preferred stock of the Corporation shall be One Million (1,000,000) shares of preferred stock with a par value of \$.0001 per share. Subject to the terms and provisions of this Article, the Board of Directors of the Corporation is authorized to provide, from time to time, for the issuance of shares of preferred stock in series and to fix from time to time before issuance the designation, preferences, privileges and voting powers of the shares of each series of preferred stock and the restrictions or qualifications thereof, including, without limiting the generality of the foregoing, the following:

(1) The voting rights, if any, of the holders;

(2) The terms and conditions, if any, on which shares may be converted at the election of holders thereof into shares of common stock of the Corporation.

(c) PAYMENT FOR STOCK. The capital stock, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay the debts of the corporation

ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

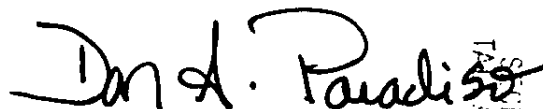
ARTICLE IX: ELIMINATION OF DIRECTOR AND OFFICER LIABILITY. No director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that nothing contained herein shall eliminate or limit the liability of a director or officer of the Corporation to the fullest extent provided by applicable laws for acts or omissions which involve intentional misconduct, fraud or knowing violation of law. The limitation of liability provided herein shall continue after a director or officer has ceased to occupy such position as to acts or omissions occurring during such director's or officer's term or terms of office.

ARTICLE X: INDEMNIFICATION. To the fullest extent permitted by Florida law, the Corporation shall indemnify and pay the expenses of any person who is or was made, or threatened to be made, a party to an action or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee, trustee or agent of or for the Corporation or is or was serving at the request or with the prior approval of the Corporation as a director, officer, employee, trustee or agent of another corporation, trust or enterprise, against any liability asserted against such person and incurred by such person in any capacity arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of the Bylaws of the Corporation. Further, the Corporation will pay the expenses of such persons as they are incurred in advance of the final disposition of the action or proceeding, upon the receipt of an undertaking by or on behalf of such person to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Corporation.

ADOPTION OF AMENDMENTS

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

DATED: August 26, 2014.



Don A. Paradiso, President

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ANTHEM LAND HOLDINGS INC.
DOCUMENT NUMBER: P14000070323

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

Please return all correspondence concerning this matter to the following:

DON A. PARADISO
Name of Contact Person
DON A. PARADISO, P.A.
Firm/ Company
7300 N. FEDERAL HWY. # 207
Address
BOCA RATON FL 33487
City/ State and Zip Code

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

For further information concerning this matter, please call:

DON PARADISO at (561) 989-3600
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 (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

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