

P93000045800

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07 JUN 25 PM 2:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amund
6-25-07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VITECH AMERICA, INC.

DOCUMENT NUMBER: P93000045800

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

Please return all correspondence concerning this matter to the following:

John Tanner

(Name of Contact Person)

Gerstle, Rosen & Goldenberg

(Firm/ Company)

19495 Biscayne Blvd. Suite 705

(Address)

Aventura FL 33180

(City/ State and Zip Code)

For further information concerning this matter, please call:

John Tanner

(Name of Contact Person)

at (305) 937-0116

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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)

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

June 11, 2007

VIA U.S. MAIL

DIVISION OF CORPORATIONS
ATT: CERTIFICATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: VITECH AMERICA, INC.


Greetings:

I would like to request an additional copy of the Articles of Incorporation. For your convenience I have added an extra copy of the amendment included in this package.

Vitech America, Inc.
Document number, P93000045800

Included is the check for \$8.75, made payable to the Secretary of State. Please address the return documents to:

Wahoo Funding
Att: Mark Astrom
One NE 1st Ave.
Suite 306
Ocala FL 34470



Once again – Thank You.

Sincerely,

Mark Astrom

Articles of Amendment
to
Articles of Incorporation
of

VITECH AMERICA, INC.

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

P93000045800

(Document number of corporation (if known))

FILED
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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 amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Amendment to Article III, please see attached.

(Attach additional pages if necessary)

If an amendment provides for 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)

(continued)

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VITECH AMERICA, INC.**

BRIAN GOLDENBERG certifies that:

1. He is duly appointed Receiver for VITECH AMERICA, INC. and acting President, Secretary and Chairman of the Board of Directors, respectively,
2. ARTICLE III of the Articles of Incorporation is amended to read as follows"

ARTICLE III

This Corporation is authorized to issue three classes of stock, which shall be designated Common Stock, Series A Preferred Stock and Series B Preferred Stock, respectively. The total number of shares of Common Stock the Corporation is authorized to issue is Sixty Million (60,000,000), no par value, and the total number of shares of Preferred Stock the Corporation is authorized to issue is Eight Million (8,000,000), no par value.

The Series B Preferred Stock is hereby established and designated "Series B Preferred Stock".

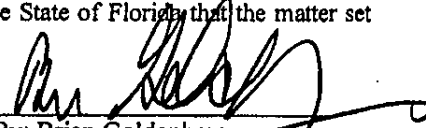
- A. The number of shares of Series B Preferred Stock shall be 5,000,000 shares, no par value. The Series B Preferred shares shall have superiority voting rights equal to 1,000 votes per share. Furthermore the holders of Series A Preferred shares have the right to the majority of the Directors to the Board of the Company and to further amend the Articles of Incorporation to ensure the furtherance of the Company and its operations

Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creating and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

- 3 The forgoing amendment of Articles of incorporation has been duly approved by the Board of Directors.

We further declare under penalty of perjury under the laws of the State of Florida that the matter set forth in this certificate are true and correct of our own knowledge.

Dated: March 30, 2007


By: Brian Goldenberg
Court Appointed Receiver, Acting
President and Sole Member of the
Board of Directors

The date of each amendment(s) adoption: June 12th, 2007

Effective date if applicable: _____
(no more than 90 days after amendment file date)

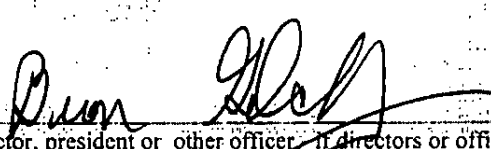
Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved 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.

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)

Brian Goldenberg

(Typed or printed name of person signing)

Court Appointed Receiver

(Title of person signing)

FILING FEE: \$35