

P9500001588.3

(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



600187633536

11/12/10--01043--020 **43.75

FILED
2010 NOV 12 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

NOV 16 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: NuEarth Corporation

DOCUMENT NUMBER: P95000015883

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

Please return all correspondence concerning this matter to the following:

Levi Modelevi

Name of Contact Person

NuEarth Corporation

Firm/ Company

495 Grand Boulevard, Suite 206

Address

Miramar Beach, Florida 32550

City/ State and Zip Code

levi.modelevi@nuearthcorp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Levi Modelevi

Name of Contact Person

at (425)

818-0189

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)

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

Articles of Amendment
to
Articles of Incorporation
of

NuEarth Corporation

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

P95000015883

(Document Number of Corporation (if known))

FILED
2010 NOV 12 PM 12:16
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:

A. If amending name, enter the new name of the corporation:

n/a

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:

n/a

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

n/a

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:

n/a

n/a

New Registered Office Address:

(Florida street address)

n/a

(City)

Florida n/a

(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

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>
CEO	Levi Modelevi	495 Grand Blvd. Suite 206 Miramar Beach, FL 32550	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
CEO	Stephan Young	495 Grand Blvd., Suite 206 Miramar Beach, FL 32550	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MD	Dr. Bruce Fischer	495 Grand Blvd., Suite 206 Miramar Beach, FL 32550	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED CHANGES TO ARTICLE OF INCORPORATION

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: 11/10/2010

(date of adoption is required)

Effective date if applicable: 11/10/2010

(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

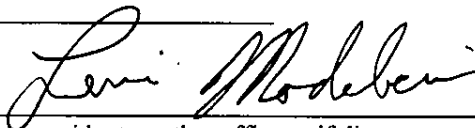
by _____."
(voting group)

☐ 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 11/20/2010

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)

Dr. Levi Modelevi

(Typed or printed name of person signing)

CEO/Director

(Title of person signing)

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
NUEARTH CORPORATION**

(A Florida State Corporation)
Florida State UBI Number: 602-813-311
United State of America EIN: 26-2179304

The Articles of Incorporation of NuEarth Corporation, a Florida Corporation (The "Corporation") are hereby amended as follows:

Pursuant to the General Corporation Law of the State of Florida. We the undersigned Chief Executive Officer and Secretary of NuEarth Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida, DO HEREBY CERTIFY:

At the meeting of the Board of Directors and Majority Shareholders of NuEarth Corporation, a Florida Corporation (the "Company") held on the 10th day of November 2010, with members having proper notice and a proper quorum being formed, the following resolution for the Amendment of the Articles of Incorporation were proposed and approved by the majority of the board and shareholders pursuant to the General Corporation Law of the State of Florida. The Board and the Majority of Shareholders adopted the following resolutions and hereby approves the taking of the actions set forth herein.

WE FURTHER CERTIFY that this resolution was properly present to the Majority of Shareholders and we recognize that the majority of Shareholders approved this resolution my Written Consent as required by the Corporate Articles of Incorporation and the General Corporate Laws of the State of Nevada, as of the date and time of this Certificate of Amendment of Declaration.

In attendance by telephone in full notice and quorum:

Dr. Bruce Fischer – Chairman	Approved
Levi Modelevi – CEO/Director	Approved
Marcie Corbin – CFO/Director	Approved
Stephan Young – Director	Approved
In approval by Written Consent	
The Avalon Group Ltd.	Approved
The Brooklyn Group Inc	Approved

Article I of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article I. NAME

The name of the Corporation shall be:

NUEARTH CORPORATION

The Principal Address of the Corporation is 495 Grand Boulevard, Suite 206, Miramar Beach, FL 32550

Article II of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article II. PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Florida unless dissolved according to law.

Article III of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article III. PURPOSES AND POWERS

Section 3.01 Purposes

Except as restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the Florida State Law.

Section 3.02 General Powers

Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights, which a corporation may exercise legally pursuant to the Florida State Law.

Section 3.03 Issuance of Shares

The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to the laws of Florida State.

Section 3.04 Expressly Authorized

The Board of Directors is expressly authorized to adopt, amend and repeal the by-laws of the Corporation and the articles of incorporation as they see fit.

Article IV of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article IV. CAPITAL STOCK

Section 4.01 Common Stock

- (a) The aggregate number of common shares, which this Corporation shall have authority to issue: Nine Hundred Million (900,000,000) shares at a \$.00001 par value each.
- (b) Voting rights for this class of stock is one (1) vote per each common share.

Section 4.02 Preferred Stock

- (a) The aggregate number of preferred shares, which this Corporation shall have authority to issue: One Hundred Million (100,000,000) shares at a \$.00001 par value each.

- (b) This class of stock is convertible to common shares on a one (1) preferred share to two hundred (200) common shares only upon the sale, merger or termination of the Corporation. Written notice to the Board of Directors is required thirty (30) days prior to conversion.
- (c) Voting rights for this class of stock is two hundred (200) votes per each preferred share.

Section 4.03 Issuance of Shares

Any and all shares may be issued in one or more series at the discretion of the Board of Directors. The Board of Directors is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation the dividend rate, conversion or exchange rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status, which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series. All shares of any one series shall be alike in every particular except as otherwise provided by these Articles of Incorporation or the Florida State Law.

No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

Article V of the Articles of Incorporation of this Corporation is inserted in its entirety as follows:

Article V. CUMULATIVE VOTING

Section 5.01 Common Shares

Each outstanding share of Common Stock shall be entitled to one (1) vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders.

Section 5.02 Preferred Shares

Each outstanding share of Preferred Stock shall be entitled to two hundred (200) votes and each fractional share of Preferred Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders.

Section 5.03 Majority

A majority as it relates to Quorum calls, notice, and voting rights and other corporate issues needing a majority of stockholder will be determined by the number of Common

Stock, or the convertible equivalent as it relates to Preferred shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Florida Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares or the convertible equivalent represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Section 5.04 Cumulative Voting for the Election of Directors

Provided the candidate's name has been placed in nomination prior to the voting and one or more shareholders has given notice at the meeting prior to the voting of the shareholder's intent to cumulate the shareholder's votes, every shareholder entitled to vote at any election for directors shall have the right to cumulate such shareholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among as many candidates as the shareholder shall think fit. The candidates receiving the highest number of votes of the shares entitled to be voted, for them up to the number of directors to be elected by such shares is elected.

Article VI of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article VI. TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any corporation, firm or association in which one or more of its directors or officers are directors or officers or are financially interested, shall be either void or voidable solely because of such relationship or interest or solely because such director or officer is present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee and noted in the minutes, and the board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction in good faith by a majority vote or written consent. The votes of the common or interested directors or officers must be counted in any such vote of stockholders; or
- (c) The fact of such relationship or interest is not disclosed or known to the director or officer at the time the transaction is brought before the board of directors of the corporation for action; or
- (d) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized or approved.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested directors may authorize, approve or ratify the contract or transaction.

Article VII of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article VII. INDEMNIFICATION

The Corporation is authorized to provide indemnification of its directors, officers, employees and agents; whether by bylaw, agreement, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification expressly permitted by the Florida Business Corporation Act for breach of duty to the Corporation and its shareholders, subject only to the applicable limits upon such indemnification as set forth in the Florida Business Corporation Act. Any repeal or modification of this Article VII or Article XI shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Article VIII of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article VIII. ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be adopted by its board of directors, subject to repeal, or change by action of the board of directors, the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

Article IX of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article IX. RESIDENT AGENT

The name of the Corporation's resident agent and the street address in Florida for such resident agent where process may be served is Alfon Rosalini, 495 Grand Boulevard, Suite 206, Miramar Beach 32550.

The resident agent may be changed in the manner permitted by law.

Article X of the Articles of Incorporation of this Corporation is deleted in its entirety and the following is inserted in lieu thereof:

Article X. BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation, and the number of directors of the Corporation may be changed from time to time by consent of the Corporation's directors. The board of directors of the Corporation shall consist of at least one (1) director and be registered with the State of Florida.

Article XI of the Articles of Incorporation of this Corporation is inserted in its entirety as follows:

Article XI. OFFICERS

The number of, and positions of officers of the Corporation shall be fixed by the Bylaws of the Corporation, and the number of officers of the Corporation may be changed from time to time by consent of the Corporation's directors. The officers of the Corporation shall consist of at least one (1) Officer and be registered with the State of Florida.

Article XII of the Articles of Incorporation of this Corporation is inserted in its entirety as follows:

Article XII. LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS TO CORPORATION AND SHAREHOLDERS

No director or officer shall be liable to the Corporation or any shareholder for damages for breach of fiduciary duty as a director or officer, except for any matter in respect of which such director or officer (a) shall be liable under Florida State Law or any amendment thereto or successor provision thereto; or (b) shall have acted or failed to act in a manner involving intentional misconduct, fraud or a knowing violation of law. Neither the amendment nor repeal of this Article, nor the adoption of any provision in the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision. This Article shall apply to the full extent now permitted by Florida law or as may be permitted in the future by changes or enactments

in Florida law.

Article XIII of the Articles of Incorporation of this Corporation is inserted in its entirety as follows:

Article XIII. INCORPORATOR

The name and address of the initial incorporator is:

Joseph M. Peiken
2051 Northeast 191 Drive
North Miami Beach, Florida 33179