

Division of Corporations

P95000028526

Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
DEMERT BRANDS, INC.**

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DEMERT BRANDS, INC.**

DEMERT BRANDS, INC. (the "Corporation"), a Florida corporation, does hereby amend its Articles of Incorporation as follows:

FIRST: The name of the Corporation is: DEMERT BRANDS, INC.

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SECOND: The Corporation's authorized capital stock is amended to create two types of common stock as follows.

Article Four of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE FOUR - CAPITAL STOCK

The total number of shares of capital stock which the Corporation is authorized to issue is 2,500,000 shares of common stock, \$1.00 par value per share ("**Common Stock**"), of which (a) 250,000 shares shall be designated as Voting Common Stock, \$1.00 par value per share (the "**Voting Common Stock**"), and (b) 2,250,000 shares shall be designated as Non-Voting Common Stock, \$1.00 par value per share (the "**Non-Voting Common Stock**"). The relative rights, preferences and limitations of the Voting Common Stock and Non-Voting Common Stock are identical in all respects, except that the right of shareholders to vote for the election of directors and for all other purposes is vested exclusively in the holders of shares of the Voting Common Stock, and the holders of shares of Non-Voting Common Stock do not have voting rights, except as otherwise required by law.

In accordance with, and subject to the limitations of, Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is hereby expressly authorized to determine, in whole or in part, the preferences, limitations and relative rights of (a) any class of shares before the issuance of any shares of that class, or (b) one or more series within a class before the issuance of any shares of that series."

THIRD: Effective immediately upon the date and time of filing (the "**Effective Time**") of these Articles of Amendment to Articles of Incorporation with the Florida Secretary of State, each share of capital stock of the Corporation that is issued and outstanding immediately prior to such time shall, automatically and without any further action on the part of the Corporation or the respective holders thereof, be exchanged for and converted into (a) one (1) validly issued, fully paid and non-assessable share of Voting Common Stock and (b) nine (9) validly issued, fully paid and non-assessable shares of Non-Voting Common Stock. From and after the Effective Time, as a result of the foregoing, each certificate that prior to the Effective Time represented shares of any capital stock shall thereafter be cancelled and replaced by one or more certificates representing that number of shares of Voting Common Stock and Non-Voting Common Stock for which the shares of such capital stock represented by such cancelled certificate shall have been exchanged and converted, regardless of whether such cancelled certificate is surrendered to the Corporation to be exchanged for certificates representing Voting Common Stock and Non-Voting Common Stock.

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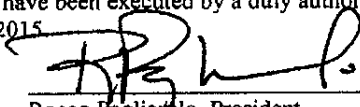
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FOURTH: The amendment to the Corporation's Articles of Incorporation set forth above was approved by the Board of Directors and shareholders of the Corporation pursuant to Section 607.0704 and Section 607.0821, Florida Statutes, by written consent of the Board of Directors and shareholders of the Corporation dated June 5, 2015. The number of votes cast for the amendment by the shareholders was sufficient for approval of the amendment.

These Articles of Amendment have been executed by a duly authorized officer of the Corporation as of June 8, 2015.


Rocco Pagliarulo, President

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