

P95000053188

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03 MAR 31 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
DEC 4/8

**Michael Spadaccini**  
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March 31, 2004

Amendments Section  
Department of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

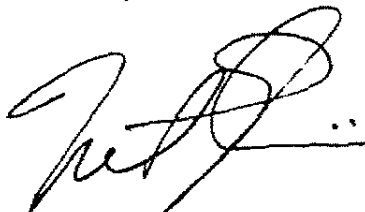
RE: Tropical Beverage, Inc., Document No. P95000053188

To Whom It May Concern:

Enclosed please find an Amendment to Articles of Incorporation for the above-named corporation.

Please stamp one of the enclosed copies and return it to me in the enclosed Airborne Express envelope.

Yours truly,

A handwritten signature in black ink, appearing to read 'Michael Spadaccini', with a stylized flourish at the end.

Michael Spadaccini

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TROPICAL BEVERAGE, INC.**

**FILED**  
03 MAR 31 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article IV of the Articles of Incorporation is amended and restated in its entirety as follows:

**ARTICLE IV  
SHARES**

This corporation is authorized to issue two classes of shares of stock.

One class of stock shall be designated as "Voting Common Stock." The total number of shares of Voting Common Stock which this Corporation is authorized to issue is One Billion (1,000,000,000) shares, par value \$0.0001. Each outstanding share of Voting Common Stock shall be entitled to One (1) vote for each One (1) share.

The corporation shall also be authorized to issue a second class of stock designated as "Series A Preferred Stock." The total number of shares of Series A Preferred Stock which this Corporation is authorized to issue is Fifty Million (50,000,000) shares, par value \$0.0001.

The Series A Preferred Stock shall have special voting rights. Specifically, each outstanding share of Series A Preferred Stock shall be entitled to Twenty (20) votes for each One (1) share. The Series A Preferred Stock shall be subordinate to the Voting Common Stock with respect to dividends and distributions.

SECOND: I hereby certify that the preceding was adopted by a majority vote of the shareholders and unanimous vote of the directors of the corporation on March 29, 2004, and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on this March 30, 2004.

  
Mark Millsap, President