

P95000068903

## Florida Department of State

Division of Corporations

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EFFECTIVE DATE  
9-1-98

## BASIC AMENDMENT

## CARIBBEAN CIGAR COMPANY

Certificate of Status	0
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*Amendment*  
*8/21/98*  
*DC*

Thursday, August 20, 1998

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
CARIBBEAN CIGAR COMPANY**

98 AUG 21 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

EFFECTIVE DATE  
9-1-98

Pursuant to Section 607.10025 of the Business Corporation Act of the State of Florida, the undersigned President of Caribbean Cigar Company (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida adopts the following Certificate of Amendment to its Articles of Incorporation.

1. The name of the corporation is CARIBBEAN CIGAR COMPANY, Charter #P95000068903, filed on September 7, 1995.

2. The following Amendments to the Articles of Incorporation were adopted by all of the directors of the Corporations at a special meeting of the Board of Directors held on July 26, 1998, in the manner prescribed by the Florida Business Corporation Act. Shareholder consent of the following amendments to the Articles of Incorporation was not required pursuant to §607.10025 of the Florida Business Corporation Act:

(a) Article III of the Corporation's Articles of Incorporation shall be and hereby is amended and restated to read in its entirety as follows:

**ARTICLE III - CAPITAL STOCK**

A. The total number of shares of capital stock which this Corporation is authorized to issue is twelve million (12,000,000) shares, of which:

i) 2,000,000 shares shall be designated as Preferred Stock, and shall have a par value of \$.001 per share; and

ii) 10,000,000 shares shall be designated as Common Stock, and shall have a par value of \$.001 per share.

B. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

i) the designation of such series;

87/5664.200/117479  
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ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series or capital stock, whether such dividends shall be cumulative or noncumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the corporation;

iii) whether the shares of such series shall be subject to redemption by the corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;

vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

vii) the restrictions, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and

viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the Corporation.

C. No holder of any stock of the Corporation of any class or series now or hereafter authorized, shall, as such holder, be entitled as of the right of purchase or subscribe for any shares of stock of the Corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued and thereafter acquired by the Corporation.

The aggregate number of shares of common stock that this Corporation shall have authorized to issue is one million two hundred fifty thousand (1,250,000) shares of common stock, par value \$0.001 per share (the "Common Stock"). On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every eight (8) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$0.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted

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into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

1. The herein amended Articles of Incorporation of the Corporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

2. This Certificate of Amendment shall be effective as of 7:00 a.m., Miami, Florida, time, September 1, 1998.

IN WITNESS WHEREOF, the undersigned, being the President and Director of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of Caribbean Cigar Company of the 4th day of August, 1998.

CARIBBEAN CIGAR COMPANY,  
a Florida Corporation

By:



Edward Williams, President and Secretary