

P96000035689

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☒

WAIT

☐

MAIL

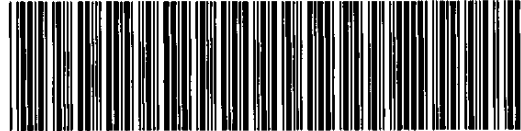
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800108429488

12/06/07--01002--003 **52.50

RECEIVED
07 DEC -5 PM 2:34
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 DEC -5 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
12/1

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TIDALWAVE HOLDINGS, INC.

DOCUMENT NUMBER: P960000035689

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

Please return all correspondence concerning this matter to the following:

Stephen Czarnik

(Name of Contact Person)

Cohen & Czarnik LLP

(Firm/ Company)

17 State Street, 39th Floor

(Address)

New York, NY 10004

(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephen Czarnik

(Name of Contact Person)

at (212) 232-8323

(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

**Articles of Amendment
to
Articles of Incorporation
of**

TIDALWAVE HOLDINGS, INC.

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

P960000035689

(Document number of corporation (if known))

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**)

Article I The principal business and mailing address of the Corporation shall be at
3711 W County Hwy 30-A, Santa Rosa Beach, FL 32459

Article III "Corporate Capitalization" shall be deleted in its entirety and replaced with the attached.

Article IV. The name and address of the current director of the Corporation
is John H. Beebe with an address at 3711 W County Hwy 30-A, Santa Rosa Beach, FL 32459

(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)

The issued and outstanding common stock of the Corporation shall be
forward split in the amount of 5 shares of common stock for each
share of common stock outstanding upon the effectiveness of this Amendment.

(continued)

FILED
07 DEC -5 PM 4:7
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The date of each amendment(s) adoption: December 3, 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)

John H. Beebe

(Typed or printed name of person signing)

President and Director

(Title of person signing)

FILING FEE: \$35

**Attachment to Articles of Amendment to Articles of Incorporation
Of
TIDALWAVE HOLDINGS, INC.**

Document Number: P960000035689

"ARTICLE III CORPORATE CAPITALIZATION

3.1 The Aggregate number of shares which the corporation shall have authority to issue shall be 5,000,000,000 shares of common stock having no par value per share and 2,000,000 shares of preferred stock ("Preferred Stock") having no par value per share. The Board of Directors of the corporation has full right and authority to divide such shares, at any time and from time to time, into one or more classes or series, or both, as the Board may designate, and to determine for any such class or series its voting rights, designations, preferences and privileges, including, without limitation, conversion rights.

3.2 Preferred Stock - Designation and Amount. The number of shares constituting the series of Preferred Shares shall be 2,000,000.

3.3 Preferred Stock – Rights and Preferences.

(a) The number of shares constituting the Preferred Stock shall be 2,000,000. The Preferred Stock shall not be convertible into common stock of the Company. The Preferred Stock shall be entitled to the number of votes, collectively, which shall equal sixty percent (60%) of the total number of votes that may be cast (including the votes of the issued and outstanding common stock as well as the Preferred Stock) at the time of such vote, at each meeting (or by written consent) of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Holders of Preferred Stock shall vote together with the holders of common shares as a single class. The Company shall not amend, alter or repeal the Preferred Stock, special rights or other powers of the Preferred Stock so as to affect adversely the Preferred Stock, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

(b) The Company shall not amend, alter or repeal the Preferred Shares, special rights or other powers of the Preferred Shares so as to affect adversely the Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

A handwritten signature in black ink, consisting of a stylized 'P' followed by a large, sweeping loop.