

P96000035689

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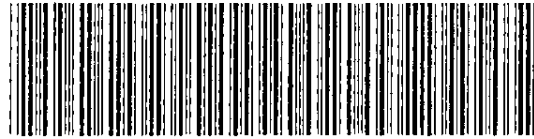
(Business Entity Name)

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08 JAN 15 PM 4:33

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JAN 15 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/15/08

John H. Beebe

Requester's Name

166 Acacia St

Address

Santa Rosa Beach FL 32459

City/State/Zip

Phone #

8504191540

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

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:

John H. Beebe

(Name of Contact Person)

at (850) 267-2445

(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

FILED

08 JAN 15 PM 4:33

TIDALWAVE HOLDINGS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

If an amendment provides for exchange, reclassification, or cancellation of issued shares provisions for implementing the amendment if not contained in the amendment itself:

600 million common shares have been cancelled. The 5:1 forward stock split is cancelled. The common shares of the

company shall be reverse split 1500:1. As a provision to preserve round-lots and other measures shareholders owning

less than 750,000 but at least 30,000 shares as of the effective date will not be reduced below 500 common shares

No fractional shares will be issued. Shareholders with more than 500 shares post-consolidation, or less than 30,000

shares pre-consolidation will have fractional interests rounded up to the next whole share. Transfer Agent notified in writing.

(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)

Additional to above: Company shall issue a Preferred Share Dividend of TEN (10) shares

of Series 2 Preferred Shares for every ONE (1) common share held after the completion of the

1500:1 reverse split of its common shares. Dividend will be within 30 days upon reverse split completion

(continued)

The date of each amendment(s) adoption: January 10, 2008

Effective date if applicable: January 25, 2008
(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 200,000,000 shares of common stock having no par value per share and 8,000,000 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. There shall be two series of Preferred Shares consisting of Series 1 Preferred Shares and Series 2 Preferred Shares. The number of shares authorized for Series 1 Preferred Shares shall be 2,000,000. The number of shares authorized for Series 2 Preferred Shares shall be 6,000,000.

3.3 Preferred Stock – Rights and Preferences.

(a) The number of shares constituting the Preferred Stock shall be 2,000,000. The Series 1 Preferred Stock shall not be convertible into common stock of the Company. The Series 1 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 all Series of 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 Series 1 Preferred Shares, special rights or other powers of the Series 1 Preferred Shares so as to affect adversely the Series 1 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 the Series 1 Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

(b) The number of shares constituting the Preferred Stock shall be 6,000,000. The Series 2 Preferred Stock shall be convertible into 5 shares of common stock of the Company.

(c) Holders of Preferred Stock shall vote together with the holders of common shares as a single class.

A handwritten signature in black ink, consisting of a large, stylized 'B' or 'P' shape with a long vertical line extending downwards from the bottom right.