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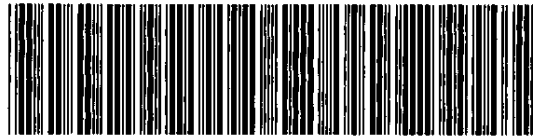
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10 MAR 26 PM 2:01

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STATE  
TALAMON, OFFICIAL

Amend/CC  
@ 3/26/10



March 25, 2010

State of Florida  
Department of State  
Corporation Division  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

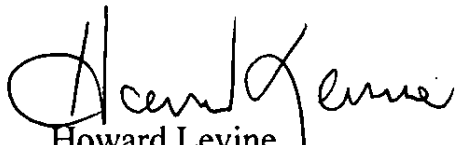
RE: Americlean Dry Cleaning Centers, Inc., - Articles of Amendment

Gentlemen:

Herewith the following:

1. Articles of Amendment – Americlean Dry Cleaning Centers, Inc.
2. Check - \$43.75 for Filing Fee and a Certified Copy of the Articles.

Thank you for your attention to this matter.



Howard Levine  
President and CEO  
Americlean Dry Cleaning Centers, Inc.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AMERICLEAN DRY CLEANING CENTERS, INC.

SEVEN HUNDRED  
THIRTY TWO  
10 MAR 26 PM 2:01  
FALL ARCADE, FLORIDA

The undersigned, being the President of Americlean Dry Cleaning Centers, Inc. (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

**FIRST:** Article III of the Articles of Incorporation is hereby amended to read as follows:

"The corporation shall have authority to issue Three Hundred Two Million (302,000,000) shares of Capital Stock. The Three Hundred Two Million (302,000,000) shares which the corporation shall have authority to issue shall be divided into two classes:

2,000,000 Preferred Shares, having a par value of one tenth of a cent (\$.001) per share

and

300,000,000 Common Shares, having a par value of one tenth of a cent (\$.001) per share

A description of the different classes of stock and a statement of the designations, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Common Shares. The terms of the Common Shares of the corporation shall be as follows:

(1) Dividends. Whenever cash dividends upon the Preferred Shares of all series thereof at the time outstanding, to the extent of the preference to which such shares are entitled, shall have been paid in full for all past dividend periods, or declared and set apart for payment, such dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared by the Board of Directors and paid from time to time to the holders of the Common Shares out of the remaining net profits or surplus of the corporation.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining after the payment to the holders of the Preferred Shares of all series thereof of the full amounts to which they shall be entitled as hereinafter provided, shall be divided and distributed among the holders of the Common Shares according to their respective shares.

(3) Voting rights. Each holder of a Common Share shall have one vote in respect of each share of such stock held by him. There shall not be cumulative voting.

B. Preferred Shares. Prior to the issuance of any of the Preferred Shares, the Board of Directors shall determine the number of Preferred Shares to then be issued from the total shares authorized, and such shares shall constitute a

series of the Preferred Shares. Such series shall have such preferences, limitations, and relative rights as the Board of Directors shall determine and such series shall be given a distinguishing designation. Each share of a series shall have preferences, limitations, and relative rights identical with those of all other shares of the same series. Except to the extent otherwise provided in the Board of Directors' determination of a series, the shares of such series shall have preferences, limitations, and relative rights identical with all other series of the Preferred Shares. Preferred Shares may have dividend or liquidation rights which are prior (superior or senior) to the dividend and liquidation rights and preferences of the Common Shares and any other series of the Preferred Shares. Also, any series of the Preferred Shares may have voting rights."

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the issued and outstanding shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting on March 23, 2010. The number of votes cast by the shareholders was sufficient for approval.

**SECOND:** The previously designated "Americlean Series of

Convertible Preferred Stock" having been converted by the holder thereof, the 600,000 shares of such series have been returned to the status of authorized but unissued shares, and the designation of such series is deleted in its entirety.

**THIRD:** The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned have submitted this Articles of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 25<sup>th</sup> day of March, 2010.

  
Howard Levine, President