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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CHINA AMERICA HOLDINGS, INC.

Certificate of Status	0
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11 DEC 30 AM 10:26

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Amend/RC

*Effects Date
1-27-12*

TR 1-3-12

Effect Date
1-27-12

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
CHINA AMERICA HOLDINGS, INC.**

(Under Section 607.1006 of the Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, China America Holdings, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P99000063834, hereby amends its Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation be and the same hereby is deleted and replaced, in its entirety, by the following:

**ARTICLE I
NAME**

The name of this Corporation is "Ziyang Ceramics Corporation."

Article IV of the Corporation's Articles of Incorporation be and the same hereby is deleted and replaced, in its entirety, by the following:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock which this Corporation shall be authorized to issue and have outstanding at any one time shall be five hundred ten million (510,000,000) shares, of which five hundred million (50,000,000) shares shall be common stock having a par value of \$0.001 per share and ten million (10,000,000) shares shall be preferred stock having a par value \$0.001 per share.

The Board of Directors of this Corporation, by resolution or resolutions, at any time and from time to time, shall have the authority to divide and establish any or all of the unissued shares of preferred stock not then allocated to any series into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such series, the number of shares which shall constitute such series and the powers, preferences, limitations and relative rights of the shares of each series so established.

On the Effective Date of these Articles of Amendment, this Corporation will effect a Reverse Stock Split pursuant to which every four hundred (400) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$0.001 per share (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable share of common stock, par value \$0.001 (the "New Common Stock"). Each certificate representing 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. No cash will be paid or distributed as a result of aforementioned Reverse Stock Split of the Corporation's Common Stock, and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the Reverse Stock Split will be rounded up to a whole share.

The effective date of these Articles of Amendment to the Articles of Incorporation shall be the close of business on January 27, 2012.

The foregoing amendment was approved by the Board of Directors of the Corporation by unanimous written consent in lieu of meeting on November 24, 2011. The amendment was approved by the written consent of holders a majority of our outstanding common stock, our only voting group, on December 30, 2011. The number of votes cast for the amendment was sufficient for approval by holders of common stock, our only voting group.

IN WITNESS WHEREOF, the undersigned, being the Assistant Secretary of the Corporation, has executed these Articles of Amendment as of December 30, 2011.

CHINA AMERICA HOLDINGS, INC.

By: 

Peisha Shen

Assistant Secretary