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TALLAHASSEE, FLORIDA

*Amend
Tewis
8-12-08*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OPTIMA TOBACCO CORP.

DOCUMENT NUMBER: P99000105360

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

Please return all correspondence concerning this matter to the following:

JAMES O JUDGE
(Name of Contact Person)

OPTIMA TOBACCO CORP.
(Firm/ Company)

2600 DOUGLAS RD, STE 609
(Address)

CORAL GABLES, FL 33134
(City/ State and Zip Code)

For further information concerning this matter, please call:

JAMES O JUDGE at (305) 740-0300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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
2008 AUG -7 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OPTIMA TOBACCO CORP.

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

P99000105360

(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)

1) (GIFT OF STOCK TO MEMBER OF FAMILY)- SEE ATTACHED MINUTES OF URSULA JUDGE
ASSIGNING 100 SHARE OF STOCK TO HUSBAN JAMES O JUDGE.

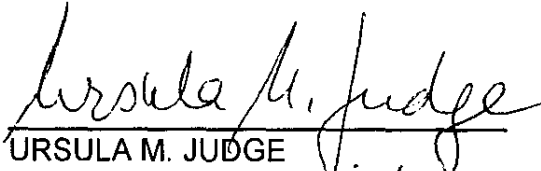
2) ELECTION OF JAMES O JUDGE AS NEW PRESIDENT OF OPTIMA TOBACCO CORP.
SEE ATTACHED "WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS.."

(Attach additional pages if necessary)

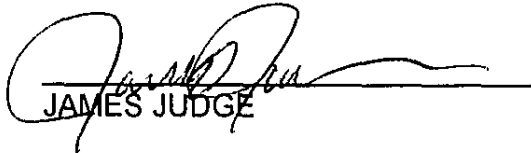
If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Gift of Stock to Member of Family

I, URSULA M. JUDGE, 15 E. Sunrise Ave., Coral Gables, Florida 33133 do hereby give and assign to my husband, JAMES JUDGE of 15 E. Sunrise Ave., Coral Gables, Florida 33133, One Hundred (100) shares, Fifty Percent (50%) of the issued common stock with a \$1.00 par value, of OPTIMA TOBACCO CORP., worth, on this date, Fifteen Thousand Dollars (\$15,000.00) represented by certificate no. 3 which certificate I hereby deliver to JAMES JUDGE.


URSULA M. JUDGE

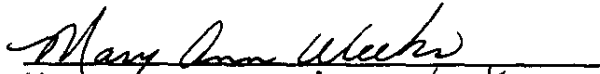
I HEREBY accept the above-described gift. Dated this 3rd day of April, 2003.

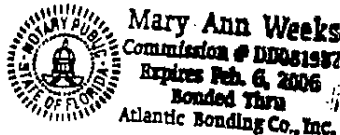

JAMES JUDGE

STATE OF FLORIDA)
 ss.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared URSULA M. JUDGE and JAMES JUDGE, respectively, personally known to me to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and seal this 3rd day of April, 2003.


Name: Mary Ann Weeks
NOTARY PUBLIC STATE OF FLORIDA



My Commission Expires:

**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS
OF OPTIMA TOBACCO CORP.
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the directors and all of the shareholders of Optima Tobacco Corp., a Florida corporation, do hereby take and adopt the following actions in writing without meeting:


RESOLVED as follows:

1. That the resignation of Ursula M. Judge as President and director of this corporation is hereby accepted and ratified.
2. That James Judge is hereby elected as President and as a Director of this corporation in place and stead of Ursula M. Judge to take effect immediately, and to serve in such capacity until the next annual meeting of the stockholders and directors or until his successor is elected and qualifies.
3. That the proper officers of the corporation take all acts that may be necessary in order to effectuate the foregoing resolutions.

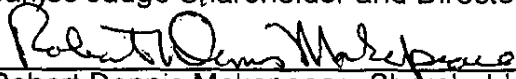
DATED: April 3, 2003



Ursula M. Judge, Shareholder and Director



James Judge Shareholder and Director



Robert Dennis Makepeace, Shareholder and Director

The date of each amendment(s) adoption: APRIL 3 2003

Effective date if applicable: APRIL 3 2003
(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)

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE: \$35