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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF SCORPION PERFORMANCE, INC.  
CERTIFICATE OF DESIGNATION, PREFERENCES, AND RIGHTS OF  
SERIES A 10% CONVERTIBLE PREFERRED STOCK**

The undersigned President of SCORPION PERFORMANCE, INC., (the "Corporation"), a company organized and existing under the laws of the State of Florida, certifies that pursuant to the authority contained in the Corporation's Amended and Restated Articles of Incorporation, and in accordance with the provisions of the resolution creating a series of the class of the Corporation's authorized Preferred Stock designated as Series A 10% Convertible Preferred Stock:

**FIRST:** The Articles of Incorporation of the Corporation authorizes the issuance of One Hundred Million (100,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and Ten Million (10,000,000) shares of preferred stock (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

**SECOND:** On April 30, 2009, the sole director approved the designation of One Million Five Hundred Thousand (1,500,000) shares of the Preferred Stock as Series A 10% Convertible Preferred Stock and authorized the issuance of the Series A 10% Convertible Preferred Stock at a price of \$10.00 per share (the "Original Purchase Price"). The designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, in respect of the Series A 10% Convertible Preferred Stock shall be as hereinafter described.

Accordingly, "Article V" of the Amended and Restated Articles of Incorporation of this Corporation is amended to include the following:

**Series A 10% Convertible Preferred Stock**

1. **Designation and Number of Shares.** There shall be a series of Preferred Stock that shall be designated as "Series A 10% Convertible Preferred Stock," and the number of shares constituting such series shall be one million five hundred thousand (1,500,000) shares. The price per share shall be \$10.00 per share (the "Original Purchase Price"). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A 10% Convertible Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.
2. **Ranking.** The Series A 10% Convertible Preferred Stock shall have priority on the Corporation's Common Stock and rank in parity with any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the

Fax Audit # (((H09000163748 3)))

Fax Audit # (((H09000163748 3)))

Series A 10% Convertible Preferred Stock (the "Parity Securities"), in each case as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation.

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), the holders of record of the shares of the Series A 10% Convertible Preferred Stock shall be entitled to receive assets and funds on a priority to the Corporation's Common Stock and parity with the Parity Securities. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of Series A 10% Convertible Preferred Stock and any Parity Securities shall be insufficient to permit payment in full to the holders of the Series A 10% Convertible Preferred Stock and Parity Securities, then the entire assets and funds of the Corporation legally available for distribution to such holders and the holders of the Parity Securities then outstanding shall be distributed ratably among the holders of the Series A 10% Convertible Preferred Stock and Parity Securities based upon the proportion the total amount distributable on each share upon Liquidation bears to the aggregate amount required to be distributed, but for the provisions of this sentence, on all shares of the Series A 10% Convertible Preferred Stock and of such Parity Securities, if any.
4. Dividends. Subject to the rights of any other series or class of preferred stock that may from time to time come into existence which rank senior to or pari passu with the Series A 10% Convertible Preferred Stock the holders of Shares of Series A 10% Convertible Preferred Stock shall be entitled to receive, a cumulative dividend payable in shares of the Corporation's common stock or cash annually on each share of Series A 10% Convertible Preferred Stock, calculated at a rate of 10% of the Original Stated Value of any outstanding share of Series A 10% Convertible Preferred Stock. The dividends, which shall only be paid for a period of two years from date of issuance, shall be paid annually at the option of the Corporation in cash or in shares of the Corporation's Common Stock on the 15<sup>th</sup> day of April. The amount of such initial dividend, and any other dividend payable on the Series A 10% Convertible Preferred Stock for any partial dividend period, shall be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to holders of record as they appear in the stockholder records of the Corporation at the close of business on the applicable record date, which shall be the 10<sup>th</sup> day of April of each year (the "Dividend Payment Date") or on such other date designated by the Board of Directors for the payment of dividends that is not more than 30 nor less than 10 days prior to the Dividend Payment Date.
5. Conversion Rights.
  - (a) Conversion. Each holder of record of shares of the Series A 10% Convertible Preferred Stock shall have the right to convert all or any part of such holder's shares of Series A 10% Convertible Preferred Stock into that number of fully paid and non-assessable shares of Common Stock as shall be determined by dividing the Original Purchase Price by the "Conversion Price." The Conversion Price shall initially be \$1.00 and shall be subject to adjustment as provided below. There is no mandatory conversion.
  - (b) Mechanics of Conversion.
    - (i) Before any holder of Series A 10% Convertible Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the

Fax Audit # (((H09000163748 3)))

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office of the Corporation or of any transfer agent for the Series A 10% Convertible Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, within five business days, issue and deliver at such office to such holder of Series A 10% Convertible Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert and certificates for shares is made, and such date is referred to herein as the "Conversion Date."

- (ii) All Common Stock, which may be issued upon conversion of the Series A 10% Convertible Preferred Stock, will, upon issuance, be duly issued, fully paid and non-assessable and free from all taxes, liens, and charges with respect to the issuance thereof.
  - (c) Conversion Price Adjustments. The Conversion Price shall be subject to the adjustment provisions of Section 6 below.
  - (d) Payment of Dividends on Conversion. Upon the conversion of shares of Series A 10% Convertible Preferred Stock, any and all accumulated and unpaid dividends with respect to the shares of Series A 10% Convertible Preferred Stock so converted shall be immediately paid either in shares of Common Stock or cash legally available therefore.
6. Anti-Dilution Provisions. During the period in which any shares of Series A 10% Convertible Preferred Stock remain outstanding, the Conversion Price in effect at any time and the number and kind of securities issuable upon the conversion of the Series A 10% Convertible Preferred Stock shall be subject to adjustment from time to time following the date of the original issuance of the Series A 10% Convertible Preferred Stock upon the happening of certain events as follows:
- (a) Consolidation, Merger or Sale. If any consolidation or merger of the Corporation with an unaffiliated third-party, or the sale, transfer or lease of all or substantially all of its assets to an unaffiliated third-party shall be effected in such a way that holders of shares of Common Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for their shares of Common Stock, then provision shall be made, in accordance with this Section 6(a), whereby each holder of shares of Series A 10% Convertible Preferred Stock shall thereafter have the right to receive such securities or assets as would have been issued or payable with respect to or in exchange for the shares of Common Stock into which the shares of Series A 10% Convertible Preferred Stock held by such holder were convertible immediately prior to the closing of such merger, sale, transfer or lease, as applicable. The Corporation will not effect any such consolidation, merger, sale, transfer or lease unless prior to the consummation thereof the successor entity (if other than the Corporation) resulting from such consolidation or merger or the entity purchasing or leasing such assets shall assume by written instrument (i) the obligation to deliver to the holders of Series

Fax Audit # (((H09000163748 3)))

7

Fax Audit # (((H09000163748 3)))

A 10% Convertible Preferred Stock such securities or assets as, in accordance with the foregoing provisions, such holders may be entitled to purchase, and (ii) all other obligations of the Corporation hereunder. The provisions of this Section 6(a) shall similarly apply to successive mergers, sales, transfers or leases. Holders shall not be required to convert Series A stock pursuant to this Section 6(a).

- (b) Common Stock Dividends, Subdivisions, Combinations, etc. In case the Corporation shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted by multiplying the then applicable Conversion Price by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.
- (c) Notice of Adjustment. Whenever the Conversion Price is adjusted as herein provided, the Corporation shall promptly but no later than 10 days after any request for such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Price issuable upon exercise of each share of Series A 10% Convertible Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing in the share register of the Corporation, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Corporation may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Corporation) to make any computation required by this Section 6, and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.
7. Voting Rights. Each share of Series A 10% Convertible Preferred Stock shall vote on a 10 for one basis, together with the Corporation's Common Stock, except as otherwise required by law.
8. Redemption. Neither the Corporation nor the holders of the Series A 10% Convertible Preferred Stock shall have any right at any time to require the redemption of any of the shares of Series A 10% Convertible Preferred Stock, except upon and by reason of any liquidation, dissolution or winding-up of the Corporation, as and to the extent herein provided.
9. Reservation of Shares. The Corporation shall at all times reserve and keep available and free of preemptive rights out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Series A 10% Convertible Preferred Stock pursuant to the terms hereof, such number of its shares of Common Stock (or other shares or other securities as may be required) as shall from time to time be sufficient to effect the conversion of all outstanding Series A 10% Convertible Preferred

Fax Audit # (((H09000163748 3)))

Fax Audit # (((H09000163748 3)))

Stock pursuant to the terms hereof. If at any time the number of authorized but unissued shares of Common Stock (or such other shares or other securities) shall not be sufficient to affect the conversion of all then outstanding Series A 10% Convertible Preferred Stock, the Corporation shall promptly take such action as may be necessary to increase its authorized but unissued Common Stock (or other shares or other securities) to such number of shares as shall be sufficient for such purpose.


10. Miscellaneous.

- (a) The shares of the Series A 10% Convertible Preferred Stock shall not have any preferences, voting powers or relative, participating, optional, preemptive or other special rights except as set forth above in this Certificate of Designations of Series A 10% Convertible Preferred Stock and in the Amended and Restated Articles of Incorporation of the Corporation.
- (b) The holders of the Series A 10% Convertible Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the Common Stock.
- (c) Holders of fifty-one percent (51%) of the outstanding shares of Series A 10% Convertible Preferred Stock may, voting as a single class, elect to waive any provision of this Certificate of Designations of Series A 10% Convertible Preferred Stock, and the affirmative vote of such percentage with respect to any proposed waiver of any of the provisions contained herein shall bind all holders of Series A 10% Convertible Preferred Stock.

The foregoing Amendment was adopted by the sole director of the Corporation on April 30, 2009 pursuant to the Florida Business Corporation Act. No vote of the shareholders was required; therefore, the number of votes cast for the Amendment to the Corporation's Amended and Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer this April 30, 2009.

SCORPION PERFORMANCE, INC.

  
Robert Stopanio  
President

Fax Audit # (((H09000163748 3)))