

S28069

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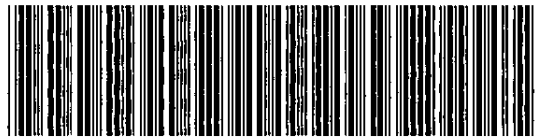


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + NYC

TB

MAR - 8 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DigitalFX International, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Tracy Sperry

Name of Contact Person

ComF5 International, Inc.

Firm/ Company

7469 W. Lake Mead Blvd. Ste 100

Address

Las Vegas, NV 89128

City/ State and Zip Code

tracys@comf5.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tracy Sperry

Name of Contact Person

at (702) 506-0404

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$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

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DigitalFX International, Inc.

DOCUMENT NUMBER: 528069

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Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

DigitalFX International, Inc.

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

528069

(Document Number of Corporation (if known))

FILED
2010 MAR -4 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

ComF5 International, Inc.

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

7469 West Lake Mead Blvd.

(Principal office address **MUST BE A STREET ADDRESS**)

Las Vegas, NV 89128

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

_____, Florida
(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Pres</u>	<u>Abraham Sofer</u>	<u>3035 E Patrick Ln #9</u> <u>Las Vegas, NV 89120</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>COO</u>	<u>John Pretto</u>	<u>7469 W. Lake Mead Blvd.</u> <u>Las Vegas, NV 89128</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an 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)

The date of each amendment(s) adoption: 03/01/2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted 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

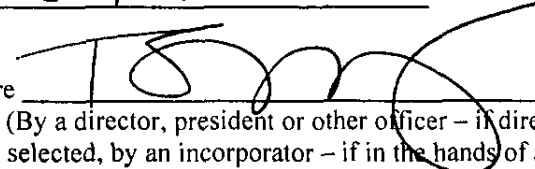
by _____."
(voting group)

☐ 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.

Dated 3-1-10

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)

Tracy Sperry

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DIGITALFX INTERNATIONAL, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act

The undersigned, being the duly authorized Chief Executive Officer of DigitalFX International, Inc., a Florida corporation (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is DigitalFX International, Inc.

SECOND: In accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, the Board of Directors has duly adopted the following resolution by unanimous consent of the directors dated March 1, 2010:

RESOLVED FURTHER, that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"Article I – NAME

The name of the Corporation is 'ComF5 International, Inc.'"

SECOND: Holders of the Corporation's Common Stock and Series A Convertible Preferred Stock, voting as a single group, and holders of the Corporation's Series A Convertible Preferred Stock, voting as a separate group, were entitled to vote on the amendments to the Articles.

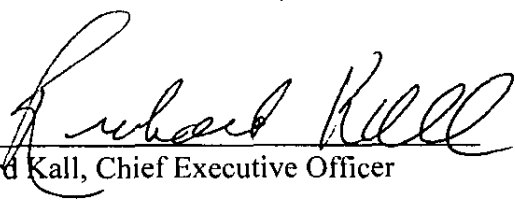
THIRD: The aforesaid amendments to the Articles were duly approved by the written consent of the requisite percentage of holders of the Corporation's Common Stock and Series A Convertible Preferred Stock, voting as a single group, in accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, on March 1, 2010.

FOURTH: The aforesaid amendments to the Articles were duly approved by the written consent of the requisite percentage of holders of the Corporation's Series A Convertible Preferred Stock, voting as a separate group, in accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, on March 1, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment on this 1st day of March 2010.

DIGITALFX INTERNATIONAL, INC.

By:


Richard Kall, Chief Executive Officer