

S28069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

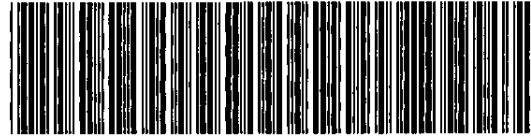
(Document Number)

Certified Copies \_\_\_\_\_

☒ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800227022058

04/04/12--01016--028 \*\*52.50

*Amend*

**FILED**  
12 APR -4 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

APR 05 2012

T. ROBERTS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ComF5 International, Inc.

DOCUMENT NUMBER: S28069

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. Suite 100

Address

Las Vegas, NV 89128

City/ State and Zip Code

tracy@comf5intl.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:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

ComF5 International, Inc.

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

S28069

(Document Number of Corporation (if known))

**FILED**  
12 APR -4 AM 8:44  
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:**

N/A

*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:**

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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 \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <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)

Authorized shares of common stock increased to 1,000,000,000.

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)

N/A

The date of each amendment(s) adoption: 3/31/2012

Effective date if applicable: 3/31/2012  
(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

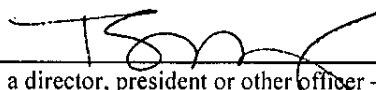
by \_\_\_\_\_."  
(voting group)

☐ 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 4/3/2012

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)

CFO

(Title of person signing)

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
COMF5 INTERNATIONAL, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act

The undersigned, being the duly authorized Chief Executive Officer and President of ComF5 International, Inc., a Florida corporation (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is ComF5 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 resolutions by unanimous consent of the directors dated March 31, 2012:

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

**"ARTICLE IV – CAPITAL STOCK AND PREFERRED STOCK**

The Corporation shall be authorized to issue one billion (1,000,000,000) shares of common stock at one mill (\$.001) par value and five million (5,000,000) shares of Preferred Stock at one cent (\$.01) par value; part or all of the shares of Preferred Stock may be issued from time to time by the Board of Directors, without further action required by the stockholders; and such Preferred Stock may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the Corporation or contain such other terms and conditions as may be determined by said Board."

THIRD: 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 of Incorporation.

FOURTH: The aforesaid amendments to the Articles of Incorporation 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 31, 2012.

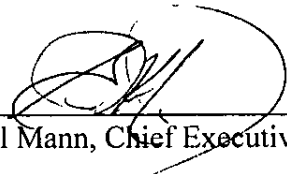
FIFTH: The aforesaid amendments to the Articles were duly approved by the written consent of the requisite percentage of holders of the Corporation's Series A Convertible

Preferred Stock, voting as a separate group, in accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, on March 31, 2012.

**IN WITNESS WHEREOF**, the undersigned has executed this Articles of Amendment on this 31<sup>st</sup> day of March, 2012.

**COMF5 INTERNATIONAL, INC.**

By:

  
\_\_\_\_\_  
Earl Mann, Chief Executive Officer and President