

V29219

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

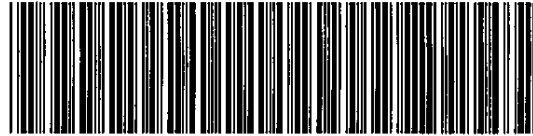
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
07 AUG 24 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
DEC 8 127

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TMT CAPITAL CORPORATION

DOCUMENT NUMBER: V29219

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

Please return all correspondence concerning this matter to the following:

Charly McCue
(Name of Contact Person)

TMT CAPITAL CORPORATION
(Firm/ Company)

Post Office Box 125
(Address)

Winter Park, FL 32790
(City/ State and Zip Code)

For further information concerning this matter, please call:

Charly McCue at (407) 622-5999
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input 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 checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2007

CHARLY MCCUE
TMT CAPITAL CORPORATION
POST OFFICE BOX 125
WINTER PARK, FL 32790

SUBJECT: TMT CAPITAL CORPORATION
Ref. Number: V29219

We have received your document for TMT CAPITAL CORPORATION and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 607A00049774

RECEIVED
07 AUG 24 AM 8:00
DIVISION OF CORPORATIONS

**Articles of Amendment
to
Articles of Incorporation
of**

TMT CAPITAL CORPORATION

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

V29219

(Document number of corporation (if known))

FILED
07 AUG 24 AM 11:15
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:

NEW CORPORATE NAME (if changing):

N/A

(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)**

Article 3 of the Corporation's Articles of Incorporation is amended to delete the current Article 3 in its entirety and substitute the following:

"ARTICLE 3"

"CAPITAL STOCK"

The total amount of capital stock which this Corporation shall have the authority to issue shall be 200,000,000 shares of Common Stock of the par value of \$0.001 per share and 25,000,000 shares of Preferred Stock with a par value of \$0.001 per share, which shall be senior to Common Stock.

COMMON STOCK:

The Corporation shall be authorized to issue up to 200,000,000 shares of Common Stock with a par value of \$0.001. There shall be only one class of Common Stock. Each share of Common Stock shall be of equal rank without preference as to liquidation or dividends, subject to any preference on Preferred Stock. Each share of Common Stock shall have one (1) vote on all matters which come for a vote by the holders of Common Stock.

Any shares of Common Stock required by the Corporation for any reason shall be cancelled and shall have the status of authorized but unissued shares of Common Stock.

"PREFERRED STOCK"

There shall be only two (2) classes of Preferred Stock, designated as "Series A Convertible Preferred Stock" shall be designated with 5,000,000 shares of Preferred Stock and "Series B Convertible Preferred Stock" shall be designated with 20,000,000 shares of Preferred Stock. The Preferred Stock shall be senior to the Common Stock, except provided herein. Each class of Preferred Stock shall have preferences, limitation and relative rights as set forth below:

"SERIES A" PREFERRED STOCK:

The Corporation shall be authorized to issue up to 5,000,000 shares of "Series A" Preferred Stock with a par value of \$0.001 per share, which shall be senior to Common Stock.

Voting Rights. Each share of "Series A" Preferred Stock shall have one hundred (100) votes per shares and, except where required by law, shall vote with the Common Stock as a single class upon any matters submitted to the stockholders for a vote, including, but not limited to, the elections of directors.

Liquidation Preference. The "Series A" Preferred Stock shall not have any rights to any distribution of cash or property in any liquidation of the Corporation.

Dividends. The "Series A" Preferred Stock shall not have any rights to receive any dividends, whether in cash or in property, when as and if declared by the Board of Directors of the Corporation.

"SERIES B" PREFERRED STOCK:

The Corporation shall be authorized to issue up to 20,000,000 shares of "Series B" Preferred Stock with a par value of \$0.001 per share, which shall be junior to "Series A" Preferred Stock.

Conversion into Common Stock.

1. Conversion Ratio: Each share of "Series B" shall be convertible into one fully paid and non-assessable share of Common Stock.
2. Conversion Period: Each share of "Series B", at the option of the holder thereof, after three (3) years from issuance, and with a 90 day notice, may convert their shares to Common Stock.
3. Conversion Price: Each share of "Series B", converted to Common Stock, shall convert at the closing market price if the stock, on the day of conversion.
4. Mandatory Conversion: Each share of "Series B" shall automatically convert to Common Stock on July 31, 2012.
5. Default Conversion: "Series B" holders have the option to automatically convert to Common Stock, with 90 days notice, in the event of a default of an interest payment.

Interest. "Series B" shall receive 12% interest, prorated and paid annually. The first interest payment coupon shall be paid July 31, 2008.

Call Feature.

1. Repurchase Plan: At any time and with 90 day notice to shareholders, issuer has the option to re-purchase "Series B", at the shareholders purchase price. Shareholders would receive an adjusted coupon premium of 16% on any unpaid interest.
2. Mandatory Conversion Call: Issuers has the option to call in, and convert preferred to common stock, beginning in 12 months.

Voting Rights. "Series B" Preferred Stock shall have one (1) vote per share, except where required by law, shall vote with the Common Stock as a single class upon any matters submitted to the stockholders for a vote, including, but not limited to, the elections of directors.

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)

The date of each amendment(s) adoption: July 31, 2007

Effective date if applicable: Not Applicable
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ [X] 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):

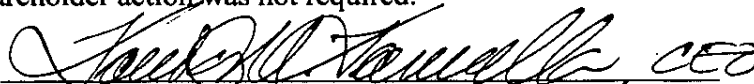
"The number of votes cast for the amendment(s) was/were sufficient for approval by ."

(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

 *Tania M. Torruella, CEO*

(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)

TANIA M. TORRUELLA

(Typed or printed name of person signing)

PRESIDENT AND CHAIRMAN OF THE BOARD

(Title of person signing)