

VZ9219

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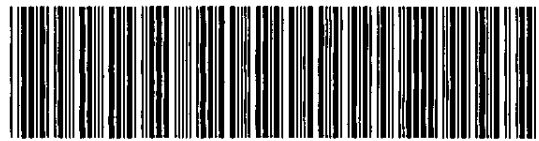


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*Amend
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2008 NOV 10 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

P. O Box 125
(Address)

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

For further information concerning this matter, please call:

Charly McCue at (407) 435-3073
(Name of Contact Person) (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)	<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

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))

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:

Not Applicable

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

*1890 Kentucky Avenue
Winter Park, FL 32789*

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

*Post Office Box 125
Winter Park, FL 32790*

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:

Not Applicable

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)

Not Applicable

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TALLAHASSEE, FLORIDA

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

AMENDMENTS ADOPTED – (Other than Name Change)

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 300,000,000 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 300,000,000 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.

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)

Not Applicable

The date of each amendment(s) adoption: **October 29, 2008**

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 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 **October 29, 2008**

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)

TANIA M. TORRUELLA

(Typed or printed name of person signing)

PRESIDENT AND CHAIRMAN OF THE BOARD

(Title of person signing)