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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAN 18 2013
T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Empire Pizza Holdings, Inc.
DOCUMENT NUMBER: 706000140411

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

Please return all correspondence concerning this matter to the following:

Thomas Scorzafava
Name of Contact Person
North County Operating Corp.
Firm/ Company
PO Box 725
Address
Sackett Harbor, NY 13685
City/ State and Zip Code
contact @ seawaycapital.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mike Kilburn at (315) 782-4381
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) \$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

Articles of Amendment
to
Articles of Incorporation
of

Empire Pizza Holdings, Inc

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

P06000140411

(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:

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**)

210 West Main Street
PO Box 725
Sackett's Harbor NY 13685

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

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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:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P</u>	<u>Maury Peters</u>	<u>213 West Main Street</u> <u>PO Box 725</u> <u>Sackett Harbor NY 13685</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>CEO</u>	<u>Maury Peters</u>	<u>(see above)</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>C</u>	<u>Maury Peters</u>	<u>(see above)</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>VP</u>	<u>Gary Wheeler</u>	<u>213 West Main Street</u> <u>PO Box 725</u> <u>Sackett Harbor NY 13685</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Gary Wheeler</u>	<u>(see above)</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u> <u>CEO</u> <u>C</u>	<u>Thomas Scorzafava</u>	<u>PO Box 725</u> <u>Sackett Harbor NY</u> <u>13685</u>

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: 10/1/12

Effective date if applicable: 10/1/12
(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 1/15/13

Signature Thomas W. Scorzafava
(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)

Thomas W. Scorzafava
(Typed or printed name of person signing)

President, CEO and Chairman
(Title of person signing)

Stephanie Elliott
1/15/2013

STEPHANIE J. ELLIOTT
Notary Public - State of New York
No. 01EL6250692
Qualified in Jefferson County
Commission Expires October 31, 2015

**MAJORITY WRITTEN CONSENT OF SHAREHOLDERS OF
EMPIRE PIZZA HOLDINGS, INC.
IN LIEU OF MEETING OF THE SHAREHOLDERS**

The undersigned, constituting a majority of the issued and outstanding shares of Empire Pizza Holdings, Inc., a Florida corporation (the "Corporation") entitled to vote thereon (the "Shareholders"), acting pursuant to the provisions of Section 607.0704 of the Florida Business Corporations Act, hereby consent to take the following actions and adopt the following resolutions effective as of the date indicated below:

REMOVAL AND APPOINTMENT OF OFFICERS AND DIRECTORS

WHEREAS, the Shareholders of the Corporation believes that it is in the best interest of the Corporation and the shareholders thereof for the Corporation to remove as Officers and Directors the following: Maury Peters, Chairman, President and CEO; and Gary Wheeler, Vice President it hereby casts the below number of votes for removal of said individuals in all capacities as Officers or Directors, including Chairman of the Board of Directors, of the Corporation (the "Removal").

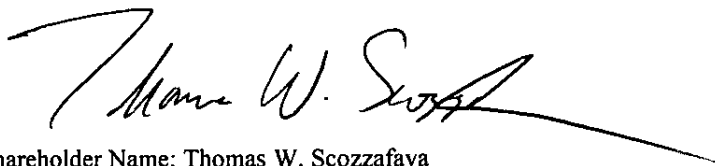
WHEREAS, the Shareholders further believe it is in the best interest of the Corporation to appoint as its President, CEO and Chairman of the Board (and sole Director) of the Corporation Thomas W. Scozzafava, and it hereby casts the below number of votes to effect this appointment (the "Appointment").

NOW, THEREFORE, BE IT RESOLVED, THAT the simultaneous Removal and Appointment, and the actions contemplated thereby are hereby authorized and approved.

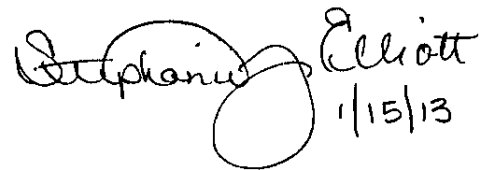
GENERAL RESOLUTION

FINALLY, BE IT RESOLVED FURTHER, THAT the incoming Chairman of the Board of Directors and Officer of the Corporation is hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned have set forth their hand as of this 1st day of October 2012.



Shareholder Name: Thomas W. Scozzafava
Number of Series A Preferred Shares: 1 (pct of Series A Preferred 100%)
Number of Series B Preferred Shares: 100,000 (pct of Series B Preferred 100%)
Total Capital Stock Voting Percentage (85%)
By: Thomas W. Scozzafava, Individually



1/15/13

STEPHANIE J. ELLIOTT
Notary Public - State of New York
No. 01EL6250692
Qualified in Jefferson County
Commission Expires October 31, 2015

**ACCEPTANCE OF APPOINTMENT TO
THE BOARD OF DIRECTORS OF
EMPIRE PIZZA HOLDINGS, INC.
A Florida Corporation**

The undersigned, Thomas W. Scozzafava, hereby accepts, effective October 1, 2012, his appointment as a member of the Board of Directors of Empire Pizza Holdings, Inc. (the "Corporation"), as Chairman of the Board of Directors of the Corporation and its President and Chief Executive Officer.

Stephanie Elliott
1/15/13

Thomas W. Scozzafava

Thomas W. Scozzafava

STEPHANIE J. ELLIOTT
Notary Public - State of New York
No. 01EL6250692
Qualified in Jefferson County
Commission Expires October 31, 2015