

**AMENDMENT TO THE  
BYLAWS  
OF**

**HOLLUND INDUSTRIAL MARINE, INC.**

Pursuant to Article X of the Bylaws, the following action is taken and approved by the Board of Directors of HOLLUND INDUSTRIAL MARINE, INC. by unanimous written consent as if a meeting had been properly called and held and all the directors were present at the meeting and voted in favor of such action:

All of the Directors of Hollund Industrial Marine, Inc. have unanimously approved the following amendment to the Bylaws of this corporation:

ARTICLE VI. is amended to include the following ADDITIONAL provisions:

**6.4. DESIGNATION OF PREFERRED SERIES OF STOCK.**

- a. This corporation shall have two Serieses of Preferred Stock, Series A and Series B.
- b. Series A Preferred Stock shall consist of 2,000,000 authorized shares. Its rights and the rules for its issuance are described in Article 6.5 of these bylaws.
- c. Series B Preferred Stock shall consist of 10,000,000 authorized shares. Its rights and the rules for its issuance are described in Article 6.6 of these bylaws.

**6.5. RIGHTS OF SERIES A PREFERRED STOCK STOCKHOLDERS AND RULES OF ISSUANCE.**

- a. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be convertible into the number of shares of Common Stock which equals 75% of the total number of shares of Common Stock which are issued and outstanding at the time of conversion.
- b. Each individual share of Series A Preferred Stock shall be convertible into the number of shares of Common Stock which equals 75% of the total number of shares of Common Stock which are issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion.



- c. Shares of Preferred Stock may only be issued in exchange for the partial or full retirement of debt held by Management, employees, consultants, or those creditors that are designated, as voted upon by a majority of the Board of Directors, to receive Series A Preferred Stock. The number of Shares of Preferred Stock to be issued to each qualified person (member of Management, employee, consultant or creditor of the company) holding a Note shall be determined by the following formula:

$$\begin{array}{lcl} \text{number of U.S. dollars} & = & \text{number of shares of Series A} \\ \text{of debt retired} & & \text{Preferred Stock to be issued} \end{array}$$

(E.g.: US\$1 of debt retired = 1 share of Series A Preferred Stock)

- d. If at least one share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 75% of the total number of shares of Common Stock issued and outstanding at the time of any vote of shareholders.
- e. Each individual share of Series A Preferred Stock shall have the voting rights equal to 75% of the number of shares of Common Stock issued and outstanding at the time of any vote of shareholders, divided by the number of shares of Series A Preferred Stock which are issued and outstanding at the time of the vote.



6.6

**CERTIFICATE OF DESIGNATIONS, PREFERENCES,  
RIGHTS AND LIMITATIONS  
OF SERIES B PREFERRED STOCK**

6.6.1. DESIGNATION AND NUMBER OF SHARES. 10,000,000 shares of Series B Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), are authorized pursuant to the Corporation's Amended Articles of Incorporation and Bylaws (the "Series B Preferred Stock" or "Series B Preferred Shares").

6.6.2. DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to receive dividends when, as and if declared by the Board of Directors, in its sole discretion.

6.6.3. LIQUIDATION RIGHTS. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any stock ranking junior to the Series B Preferred Stock, the holders of the Series B Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to \$1.00 per share or, in the event of an aggregate subscription by a single subscriber for Series B Preferred Stock in excess of \$100,000, \$0.997 per share (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) (the "Preference Value"), plus all declared but unpaid dividends, for each share of Series B Preferred Stock held by them. After the payment of the full applicable Preference Value of each share of the Series B Preferred Stock as set forth herein, the remaining assets of the Corporation legally available for distribution, if any, shall be distributed ratably to the holders of the Corporation's Common Stock.

6.6.4. CONVERSION AND ANTI-DILUTION.

(a) Each share of Series B Preferred Stock shall be convertible, at any time, and/or from time to time, into the number of shares of the Corporation's common stock, par value \$0.001 per share (the "Common Stock") equal to the price of the Series B Preferred Stock as stated in 11.6 of the Bylaws, divided by the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time (the "Conversion Rate"). For example, assuming a \$2 price per share of Series B Preferred Stock, and a par value of \$0.001 per share for Common Stock, each share of Series B Preferred Stock would be convertible into 2,000 shares of Common Stock. Such conversion shall be deemed to be effective on the business day (the "Conversion Date") following the receipt by the Corporation of written notice from the holder of the Series B Preferred Stock of the holder's intention to convert the shares of Series B Stock, together with the holder's stock certificate or certificates evidencing the Series B Preferred Stock to be converted.

(b) Promptly after the Conversion Date, the Corporation shall issue and deliver to such holder a certificate or certificates for the number of full shares of Common Stock issuable to the holder pursuant to the holder's conversion of Series B Preferred Shares in accordance with the provisions of this Section. The stock certificate(s) evidencing the Common Stock shall be issued with a restrictive legend indicating that it was issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), and that it cannot be transferred unless it is so registered, or an exemption from registration is available, in the opinion of counsel to the Corporation. The Common Stock shall be issued in the same name as the person who is the holder of the Series B Preferred Stock unless, in the opinion of counsel to the Corporation, such transfer can be made in compliance with applicable securities laws. The person in whose name the certificate(s) of Common Stock are so registered shall be treated as a holder of shares of Common Stock of the Corporation on the date the Common Stock certificate(s) are so issued.

All shares of Common Stock delivered upon conversion of the Series B Preferred Shares as provided herein shall be duly and validly issued and fully paid and nonassessable. Effective as of the Conversion Date, such converted Series B Preferred Shares shall no longer be deemed to be outstanding and all rights of the holder with respect to such shares shall immediately terminate except the right to receive the shares of Common Stock issuable upon such conversion.

(c) The Corporation covenants that it will at all times reserve and keep available out of its authorized but unissued shares of Common Stock, for the purpose of effecting conversions of the Series B Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding shares of the Series B Preferred Stock not converted. For purposes of this Section, the number of shares of Common Stock that shall be deliverable upon the conversion of all outstanding shares of the Series B Preferred Stock shall be computed as if at the time of computation all the outstanding shares were held by a single holder.

(d) Shares of Series B Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section 11.4(a) prior to the reverse split. Shares of Series B Preferred Stock, however, would participate in forward splits, and may not be diluted by a reverse split following a forward split.

**6.6.5 VOTING RIGHTS.** Each share of Series B Preferred Stock shall have one vote for any election or other vote placed before the shareholders of the Company.

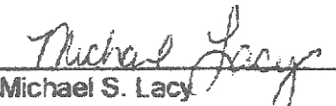
#### **6.6.6 PRICE.**


(a) The initial price of each share of Series B Preferred Stock shall be \$2.00.

(b) The price of each share of Series B Preferred Stock may be changed either through a majority vote of the Board of Directors through a resolution at a meeting of the Board, or through a resolution passed at an Action Without Meeting of the unanimous Board, until such time as a listed secondary and/or listed public market develops for the shares.

6.6.7 LOCK-UP RESTRICTIONS ON CONVERSION. Shares of Series B Preferred Stock may not be converted into shares of Common Stock for a period of: a) six (6) months after purchase, if the Company voluntarily or involuntarily files public reports pursuant to Section 12 or 15 of the Securities Exchange Act of 1934; or b) twelve (12) months if the Company does not file such public reports.

Adopted this 31<sup>st</sup> day of July, 2009 by all the Directors of the corporation.

  
Michael S. Lacy

  
Claus Wegner-Bartak