

ANNUAL REPORT FOR PERIOD ENDING JUNE 30, 2014

PV ENTERPRISES INTERNATIONAL, INC.
a Nevada corporation

Federal I.D. No.: 82-6008727CUSIP: 69370H 10 9Part A General Company Information**Item 1: The exact name of the issuer and its predecessor (if any).**

Prior to having its current name, the name of the Issuer was ALAS International Holdings, Inc – 4/2011

Prior to that, the name of the Issuer was ALAS Defense Systems, Inc. - 6/2010

Prior to that, the name of the Issuer was Vought Defense Systems Corporation -2/21/2010

The name of predecessor of the Issuer was Life Style Innovations, Inc. - 7/10/2002

Item 2: The address of the issuer's principal executive offices.1850 S.E. 17th Street, Suite 305

Ft. Lauderdale, FL 33316

Telephone: 954-306-6242

Facsimile: 800-610-2518

Website:

www.pveinternationalinc.com

www.zeustravelinc.com

Investor Relations Contact:

Peter Villiotis

Email: ir@pvefl.com

Telephone: 954-306-6242

Item 3: The jurisdiction(s) and date of the issuer's incorporation or organization

Jurisdiction: Nevada

Date: September 6, 2001

Part B Share Structure**Item 4: The exact title and class of securities outstanding.**

Title	Class	CUSIP	Trading Symbol
Common	Common	69370H 10 9	PVEC
Series A Preferred	Preferred A	N/A	N/A
Series B Preferred	Preferred B	N/A	N/A
Series C Preferred	Preferred C	N/A	N/A

Item 5: Par or Stated Value and Description of the Security**A. Par or Stated Value.**

Title	Par Value
Common	\$0.0001
Series A Preferred	\$0.10
Series B Preferred	\$0.001
Series C Preferred	\$0.001 (stated value \$.20)

B. Common or Preferred Stock.**1. COMMON STOCK**

A dividend of the Series C Preferred shares was declared on the Company's common stock at a ratio of One (1) Preferred C Shares for every One Hundred Seventy Five (175), voting rights are one (1) vote per share. There are no preemption rights.

2. PREFERRED STOCK

Preferred B Stock. The class of stock has 20,000 common votes per share. The class has no dividend, conversion or liquidation rights.

Preferred C Stock. The class of stock has no voting rights. Each share has the right to be redeemed at \$0.20 per share or converted to 1 share of Common Stock.

3. Any other material rights of any common or preferred stock? No

4. Any provisions that would delay, defer, or prevent a change in control? No.

Item 6: The Number of Shares or Total Amount of the Securities Outstanding for each class of securities authorized.**COMMON STOCK**

(i) Period end date	June 30, 2014	June 30, 2013	June 30, 2012
(ii) Number of Shares Authorized	13,000,000,000	744,000,000	494,000,000
(iii) Number of Shares Outstanding	11,228,515,050	529,294,117	230,510,970
(iv) Freely Tradable Shares	10,926,937,741	437,316,808	78,278,658
(v) >50 shareholders owning >100 shares?	yes	yes	yes
(vi) Total Shareholders of Record	1,246	1,218	1,201

SERIES B PREFERRED STOCK

(i) Period end date	June 30, 2014	June 30, 2013	June 30, 2012
(ii) Number of Shares Authorized	5,000,000	5,000,000	5,000,000
(iii) Number of Shares Outstanding	1,800,000	1,800,000	1,800,000
(iv) Freely Tradable Shares	n/a	n/a	n/a
(v) >50 shareholders owning >100 shares?	no	no	no
(vi) Total Shareholders of Record	1	1	1

SERIES C PREFERRED STOCK

(i) Period end date	June 30, 2014	June 30, 2013	June 30, 2012
(ii) Number of Shares Authorized	20,000,000	n/a	n/a
(iii) Number of Shares Outstanding	18,626,799	n/a	n/a
(iv) Freely Tradable Shares	n/a	n/a	n/a
(v) >50 shareholders owning >100 shares?	yes	n/a	n/a
(vi) Total Shareholders of Record	621	n/a	n/a

Item 7: The name and address of the transfer agent.

Olde Monmouth Stock Transfer Company, Inc.
200 Memorial Parkway
Atlantic Highlands, New Jersey 07716
Telephone: 732-872-2727
Facsimile: 732-872-2728

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

Part C Business Information**Item 8: The nature of the issuer's business.**

- A. Business Development. Development of the issuer and material events of the last 3 years.
1. Corporation.
 2. 2001
 3. June 30
 4. The issuer has never been in bankruptcy, receivership or any similar proceeding.
 5. On January 14, 2014, the issuer formed Zeus Travel, Inc., a Florida corporation as a wholly owned subsidiary, to be the issuer's booking agent and also be a registered travel agent specializing in cruise and travel packages. The issuer formed a strategic partnership with Bahamas Seaways International, Ltd, a Bahamian limited company, which has a contract to purchase 4,000 acres of undeveloped coastal land on the southeastern tip of Long Island, Bahamas.
 6. The company has defaulted on certain loans and other indebtedness, as ancillary to settling such obligations in for common stock in a securities transaction exempt from registration under Section 3(a)(10) of the Securities Act of 1933. See the issuer's issuance history for detailed information its securities transactions under 3(a)(10).
 7. Peter Villiotis assumed control of the Company on January 12, 2012.
 8. No transactions resulted in an increase of 10% or more of the same class of outstanding equity securities.
 9. The issuer declared a stock dividend as a one-time gift distribution of its newly authorized Series C Preferred Shares on February 18, 2014. The Company anticipates doing a reverse stock split of its Common Stock upon the commencement of its operations.
 10. No delisting of the issuer's securities has occurred.
 11. Legal Proceedings:
Law Office of Michael J. Reppas v. PV Enterprises International, Inc.
Plaintiff's motion for entry of final judgment was set aside.
Quang Meredith v. PV Enterprises International, Inc.
Plaintiff's motion for summary judgment was set aside.
Max Advance, LLC v. PV Enterprises International Inc.

The parties are in settlement negotiations.

B. Business of Issuer.

1. SIC: 4412 Deep Sea Foreign Transport of Freight
4481 Deep Sea Transportation of Passengers
4731 Arrangement of Transportation of Freight and Cargo
2. The issuer is currently conducting operations under SIC Code 4731 as a shipping management company, and shall commence operations under SIC Codes 4481 and 4412 imminently, by taking bookings and scheduling cargo, with maiden voyage by end of 2014Q4 by the peak Caribbean winter cruising season.
3. The issuer is not has not at any time been a “shell company”. The issuer attests that it is not currently a shell company.
4. On January 14, 2014, the issuer formed Zeus Travel, Inc., a Florida corporation as a wholly owned subsidiary, to be the issuer’s booking agent and also be a registered travel agent specializing in cruise and travel packages. The issuer formed a strategic partnership with Bahamas Seaways International, Ltd, a Bahamian limited company, which has a contract to purchase 4,000 acres of undeveloped coastal land on the southeastern tip of Long Island, Bahamas. (*Subsequent Events*. Management anticipates forming new subsidiaries and affiliate companies to manage its obligations, projects and opportunities.)
5. The effect of existing or probably governmental regulations on the business are minimal. Laws on the management of the international transportation of people and freight are easily managed and changes typically occur with sufficient lead-time to build the costs into future financial projections. The industry is anticipating what changes if any due to concerns of the spread of certain diseases.
6. The issuer has spent significant amount of money on research and development activities related to the cargo transportation, passenger and port logistics, and keeping up on latest industry developments.
7. Management anticipates that the costs and effects of dealing with environmental laws will be absorbed into end-user prices and the effects such effects would be felt industry wide. Accordingly, management does not anticipate compliance with environmental laws to affect the issuer’s financials.
8. Seven (7) Full-Tim and Three (3) Part-Time employees.

Item 9: The nature of products or services offered.

- A. Principal product or service is operation of cruise-ferry vessels transporting passengers and cargo; development and management of cruise port terminals and destinations, and other eco-tourism development.
- B. Cruise-ferries operate on a charter that sets forth the course for destination ports from departure to return. For example, a round trip charter would be: Port A – Port B – Port A. Port terminals earn revenue from travelers through parking fees, ticketing costs, ATM fees, currency exchange, and shop and restaurants.
- C. Logistics and transportation management activities.
- D. A cruise ferry charter can be exclusive, thus depending upon the locations of alternative cruise-ferry port destinations, the barriers to entry can be absolute.
- E. Charters are secured from the organizations charged with managing a port. The issuer’s business model is to purchase operational cruise-ferries rather than build its own.
- F. The issuer is not dependent on any major customers. Its customers are individual passengers and companies shipping cargo throughout the Caribbean.
- G. No patents or other intellectual property and no existing franchise, concession or royalty agreements.
- H. No significant government approvals are needed that are not standard industry issued.

Item 10: The nature and extent of the issuer’s facilities.

The issuer maintains its principal office at 1850 S.E. 17th Street, Suite 305, Fort Lauderdale, FL 33316, which is a professional office suite. (*Subsequent Events*: The issuer shall be moving its office facilities, to the existing terminal at the Port of Palm Beach, where under its LOU, it has been given 1 full floor to set up its offices and operations.)

Part D Management Structure and Financial Information.

A. Officers and Directors.

1. Peter Villiotis, President/CEO/Sole Board Member;
2. 1850 SE 17th Street, Suite 305, Fort Lauderdale, FL 33316
3. Chief of Technical Operations, Carnival Cruise Lines; President/CEO; PV Enterprises International, Inc.
4. N/A
5. N/A
6. 1,800,000 Series B Preferred Shares.

B. Legal/Disciplinary History.

Peter Villiotis:

1. None.
2. None.
3. None.
4. None.

C. Disclosure of Family Relationships.

None.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

None.

Item 12: Financial information for the issuer's most recent fiscal quarter.

- (i) The fiscal year end financial statements are attached at the end of this Annual Update.
- (ii) Attached are a balance sheet, statement of operations, and statement of cash flows.
- (iii) They are at the end of this document, and can also be found here:
<http://www.otcmartets.com/stock/PVEC/financials>

Item 13: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The financial statements required by this item have been posted through www.otciq.com as a separate report under the name of "Annual Report" for the issuer's 2013 fiscal year end ending June 30, 2014, and are available here at: <http://www.otcmartets.com/stock/PVEC/financials>. Such financial statements are incorporated herein by reference.

Item 14: Beneficial Owners.

None.

Item 15: The name, address, telephone number, and email address of each of the following outside providers that the issuer on matters relating to operations, business development and disclosure.

1. Investment Banker: None.
2. Promoters: None.
3. Counsel: Milan Saha, Esq.
40 Wall Street, 28th Floor
New York, NY 10005
(646) 926-6206
milansaha.esq@gmail.com
4. Accountant or Auditor: None.
5. Public Relations Consultant: None.
6. Investor Relations Consultant: None
7. Bookkeeper: Tommy Sousourogianis
1850 SE 17th Street
Suite 305
Fort Lauderdale, FL 33316
asous@pvefl.com

Item 16: Management's Discussion and Analysis or Plan of Operation

The issuer has not had revenues from operations in each of the last two fiscal years, and according the issuer shall provide information for A and C and of Item 16's disclosure requirements.

A. Plan of Operation.

i. As of the end of the fiscal year, the issuer had its cash requirements satisfied through September 2014. As disclosed for its subsequent events, the issuer has a letter of understanding with the Port of Palm Beach which requires it construct an intermodal transfer facility and operate cruise-ferry for a Palm Beach-Nassau-Palm Beach charter. The issuer shall need to raise additional funds to accomplish this, and the issuer anticipates raising such funds through bonds and/or construction loans. For operating capital until launch of the cruise-ferry in mid December, the issuer is seeking such funds from its prospective construction partner, but may have to raise operating capital through a dilutive financing.

ii., iii., and iv. (and general discussion of plan of operations from the CEO):

As we move into the fourth quarter of 2014, we are excited and enthusiastic about our current position and looking forward to forging ahead and implementing our strategic goals which will be the foundation of our business in 2015.

First, we are finalizing our funds, which now has enabled us to move ahead and make our plans a reality. We received a strong 5-0 vote from the commissioners of the Port of Palm Beach in support of bringing a cruise ferry vessel in to the port, her route will be going to Nassau, Bahamas. In conjunction with this, the company has been given an unprecedented go ahead to design, develop, construct and manage an Intermodal Transportation Facility at the Port of Palm Beach, as reported in the Sun Sentinel, Fort Lauderdale, FL.

We have secured the cruise ferry, which is in Europe and plans are in place to charter her and for her to start service from the Port of Palm Beach to Nassau, Bahamas, every other day by the end of the year. Her capacity is currently 1,700 guests and she has all the amenities of cruise ships plus, two businesses in one, she will be able to carry cargo in our logistics program. This is especially lucrative as you know 90% of goods are imported to the Bahamas and we have negotiated contracts, both for supplying guests and provisions to leading hotels and resorts. The advantage of a cruise ferry is that you can "hop on and hop off" whenever you please, she will leave late afternoon from Palm Beach arriving in Nassau, early

morning, staying all day, returning to Palm Beach late afternoon, arriving back in Palm Beach early morning.

We have identified top known experienced executives in the industry who have pledged to join our team in the next few weeks as we plan and develop our sales, marketing and operations. We plan an aggressive consumer campaign including on line and traditional travel agents and our own travel agency, Zeus Travel.

We are in constant communication with the Government of the Bahamas, who is 100% supportive of our company, especially since with the opening of the mega \$3B Baha Mar next Spring and the current Atlantis plus all the other hotels and resorts, economists have projected Nassau needs 400,000 more visitors annually on the island. Our cruise ferry will help fill that void. Furthermore, we are finalizing our plans to homeport a cruise vessel in Nassau, to be able to cruise the islands of the Bahamas and Caribbean, stopping off at our private island en route. We especially are focused on adventure and eco tourism, which our private island is able to offer. It should be noted that we are still perusing our operations in the Mediterranean, South and Central America.

C. Off –Balance Sheet Arrangements.

The issuer does not have any off-balance sheet arrangements.

Part E Issuance History

Item 17: List of Securities Offerings and shares issued for service in the past two years.

The following lists are of every issuance of common stock in the past two years each of which changed the total shares of the issuer outstanding.

Slide Monmouth Stock Transfer 145 - PV Enterprises International, Inc.

Transaction Journal

Transactions for Stock Class CS1 from 07/01/12 through 06/30/13

USIP:

DISPOSED										ACQUIRED			
sact	Holder		Certificate	Holder		Certificate	Number of How		Active				
	Trans #	ID Name	No.	Shares	Dispdt	ID Name	No.	Shares	Apr	06/30/2013			
ISSUES													
3/12	183	New Issue				1393 Irving Rice	CS1 1268	2,000,000 * New		2,000,000			
3/12	183	New Issue				1384 RANDY LEEDS	CS1 1269	1,000,000 * New		1,000,000			
3/12	183	New Issue				1409 YOUNG JAE PARK	CS1 1270	500,000 * New		500,000			
3/12	183	New Issue				1410 RANDY RHEE	CS1 1271	500,000 * New		500,000			
3/12	183	New Issue				1411 RICHARD S. RICE	CS1 1272	2,000,000 * New		2,000,000			
1/12	185	New Issue @ \$0.00/per share**				1412 EMSEG & CO	CS1 1267	25,000,000 New					
7/12	188	New Issue @ \$0.00/per share**				1412 EMSEG & CO	CS1 1278	25,000,000 New					
3/12	194	New Issue @ \$0.00/per share**				1412 EMSEG & CO	CS1 1284	28,000,000 New					
3/12	196	New Issue @ \$0.00/per share**				1412 EMSEG & CO	CS1 1286	28,000,000 New					
3/12	199	New Issue @ \$0.01/per share**				1415 GEORGE R. FARMER III	CS1 1289	100,000 * New		100,000			
3/12	200	New Issue @ \$0.00/per share**				1416 ARDBEG, LLC	CS1 1290	31,500,000 New					
3/13	203	New Issue @ \$0.00/per share**				1418 KNOTFLOATE & CO. FBO ARDBEG, LLC	CS1 1294	15,000,000 New		15,000,000			
3/13	205	New Issue @ \$0.00/per share**				1417 AGS CAPITAL GROUP, LLC	CS1 1296	37,411,096 New					
1/13	206	New Issue @ \$0.00/per share**				1419 GMS USA LLC	CS1 1297	15,000,000 New					
1/13	206	New Issue @ \$0.00/per share**				1393 Irving Rice	CS1 1298	15,000,000 New					
1/13	206	New Issue @ \$0.00/per share**				1420 ROBERT LAMBERT	CS1 1299	25,000,000 New					
3/13	218	New Issue @ \$0.00/per share**				1417 AGS CAPITAL GROUP, LLC	CS1 1326	17,277,934 New					
1/13	274	New Issue @ \$0.00/per share**				1429 WHYDAH COMMUNICATION, INC	CS1 3002	35,294,117 New					
Total New Issues:								303,583,147		21,100,000			
RED													
3/13	213	ALVIN AYERS	CS1 1043	2,250,000 * 02/25/13		Retired							
3/13	216	AFFILIATED BUSINESS SERVICES, CS1	1098	250,000 02/25/13		Retired							
3/13	215	AFFILIATED BUSINESS SERVICES, CS1	1216	50,000 02/25/13		Retired							
3/13	212	ALVIN AYERS	CS1 1706	1,250,000 * 02/25/13		Retired							
3/13	214	ALVIN AYERS	CS1 1794	1,000,000 * 02/25/13		Retired							
Total Retired:				4,800,000									

Slide Monmouth Stock Transfer **145 - PV Enterprises International, Inc.**

Transaction Journal

II Transactions for Stock Class CS1 from 07/01/13 through 06/30/14

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DISPOSED						ACQUIRED					
sact	Trans #	Holder ID Name	Certificate No.	Shares	DispDt	Holder ID Name	Certificate No.	Number of Shares	How Acq	Active 06/30/2014	
ISSUES											
3/13	321	NewIssue @ \$0.00/per share**				1429 WHYDAH COMMUNICATION, INCCS1	3132	31,200,000	New		
3/13	322	NewIssue @ \$0.00/per share**				1429 WHYDAH COMMUNICATION, INCCS1	3133	20,900,000	New		
3/13	334	NewIssue				1417 AGS CAPITAL GROUP, LLC	CS1	3152	15,000,000	New	
3/13	335	NewIssue @ \$0.44/per share**				1442 FRANCES NICHOLA BARKER	CS1	3153	57,000,000	New	
3/13	338	NewIssue				1443 XAVIER CALDERON XPC, LLC	CS1	3158	15,000,000 * New	15,000,000	
1/13	341	NewIssue				1445 GABRIELA BARBU	CS1	3162	20,000,000	New	
3/13	367	NewIssue @ \$0.00/per share**				1435 WHC Capital, LLC	CS1	3234	20,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1247 EDWIN B. SALMON	CS1	3240	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1247 EDWIN B. SALMON	CS1	3241	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1247 EDWIN B. SALMON	CS1	3242	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1248 ALVIN AYERS	CS1	3243	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1248 ALVIN AYERS	CS1	3244	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1248 ALVIN AYERS	CS1	3245	26,000,000	New	
3/13	369	NewIssue @ \$0.00/per share**				1407 GABRIEL N. ORY AND NORMA J. ORY JTWR0S	CS1	3246	14,666,667	New	
3/13	369	NewIssue @ \$0.00/per share**				1407 GABRIEL N. ORY AND NORMA J. ORY JTWR0S	CS1	3247	14,666,667	New	
3/13	369	NewIssue @ \$0.00/per share**				1407 GABRIEL N. ORY AND NORMA J. ORY JTWR0S	CS1	3248	14,666,666	New	
3/13	379	NewIssue				1452 LESTER EINHAUS	CS1	3293	50,000,000	New	
3/13	379	NewIssue				1453 TINA EINHAUS	CS1	3294	33,330,000	New	
3/13	379	NewIssue				1454 JERARD VIVERITO	CS1	3295	50,000,000	New	
3/13	379	NewIssue				1455 JENAE LACROIX	CS1	3296	33,330,000	New	
3/13	408	NewIssue				1457 ROBERT L. COX	CS1	3467	100,025,000	New	
3/13	408	NewIssue				1458 TROY LOWMAN	CS1	3468	100,025,000	New	
3/13	408	NewIssue				1459 ALPHA VISION ENTERPRISES, LTD	CS1	3469	166,660,000	New	

Slide Monmouth Stock Transfer 145 - PV Enterprises International, Inc.

Transaction Journal

Transactions for Stock Class CS1 from 07/01/13 through 06/30/14

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DISPOSED										ACQUIRED			
sact	Trans #	Holder ID Name	Certificate No.	Shares	Dispdt	Holder ID Name	Certificate No.	Number of Shares	How Acq	Active 06/30/2014			
ISSUES													
3/13	408	New Issue				1460 REGENT HOLDINGS LTD	CS1	3470	166,660,000	New			
3/13	409	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3471	26,500,000	New			
3/13	410	New Issue				1429 WHYDAH COMMUNICATION, INCCS1	3472	60,000,000	New				
3/13	416	New Issue	@ \$0.00/per share**			1462 BIRAERO IRRV TRUST	CS1	3483	40,000,000 * New				
3/13	417	New Issue				1463 PRIMARY FINANCE LLC	CS1	3484	47,000,000	New			
3/13	439	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3546	19,494,484	New			
7/13	453	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3589	40,500,000	New			
3/13	466	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3624	31,500,000	New			
3/13	482	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3654	33,000,000	New			
3/13	500	New Issue	@ \$0.01/per share**			1435 WHC Capital, LLC	CS1	3703	37,581,399	New			
3/13	510	New Issue	@ \$0.00/per share**			1462 BIRAERO IRRV TRUST	CS1	3720	20,000,000 * New				
3/13	511	New Issue				1429 WHYDAH COMMUNICATION, INCCS1	3721	175,000,000	New				
1/13	512	New Issue				1461 WORLD CONCEPT CAPITAL, INC.CS1	3722	166,660,000	New				
3/13	524	New Issue				1442 FRANCES NICHOLA BARKER	CS1	3751	200,000,000	New			
3/13	526	New Issue	@ \$0.00/per share**			1433 SOUND CAPITAL	CS1	3753	25,000,000	New			
3/13	543	New Issue	@ \$0.00/per share**			1435 WHC Capital, LLC	CS1	3795	102,016,940	New			
1/13	548	New Issue	@ \$0.00/per share**			1473 IBC FUNDS LLC	CS1	3810	62,444,444	New			
3/13	555	New Issue	@ \$0.00/per share**			1473 IBC FUNDS LLC	CS1	3822	66,666,666	New			
3/13	556	New Issue	@ \$0.00/per share**			1475 RUSSELL B ADLER P.A.	CS1	3823	35,000,000 * New	35,000,000			
1/13	560	New Issue	@ \$0.00/per share**			1476 JASON BAKER	CS1	3834	25,000,000 * New	25,000,000			
1/13	562	New Issue	@ \$0.00/per share**			1477 KERRY THACKER	CS1	3835	20,000,000 * New	20,000,000			
7/13	572	New Issue	@ \$0.40/per share**			1473 IBC FUNDS LLC	CS1	3850		New			
7/13	572	New Issue	@ \$0.00/per share**			1473 IBC FUNDS LLC	CS1	3851	130,037,000	New			
7/13	608	New Issue	@ \$0.00/per share**			1470 BRESCHIA CAPITAL LLC	CS1	3978	145,594,000	New			
7/13	609	New Issue	@ \$0.00/per share**			1473 IBC FUNDS LLC	CS1	3979	80,000,000	New			
7/13	611	New Issue				1473 IBC FUNDS LLC	CS1	3982	240,000,000	New			
7/13	616	New Issue				1473 IBC FUNDS LLC	CS1	3990	240,000,000	New			

Slide Monmouth Stock Transfer 145 - PV Enterprises International, Inc.

Transaction Journal

Transactions for Stock Class CS1 from 07/01/13 through 06/30/14

USIP:

DISPOSED					ACQUIRED				
sect	Trans #	Holder ID Name	Certificate No.	Shares	Holder ID Name	Certificate No.	Number of Shares	How Acq	Active 06/30/2014
ISSUES									
3/14	636 NewIssue				1473 IBC FUNDS LLC	CS1 4024	240,000,000	New	
3/14	642 NewIssue				1473 IBC FUNDS LLC	CS1 4036	240,000,000	New	
3/14	643 NewIssue				1470 BRESCIA CAPITAL LLC	CS1 4037	200,000,000	New	
3/14	644 NewIssue				1481 GO CHART MARINE LLC	CS1 4038	150,000,000 * New		
7/14	655 NewIssue				1473 IBC FUNDS LLC	CS1 4062	240,000,000	New	
7/14	656 NewIssue				1440 LANHAM & LANHAM, LLC	CS1 4063	30,000,000	New	30,000,000
1/14	658 NewIssue				1433 SOUND CAPITAL	CS1 4065	50,000,000	New	50,000,000
1/14	671 NewIssue				1473 IBC FUNDS LLC	CS1 4097	240,000,000	New	
3/14	680 NewIssue	@ \$0.00/per share**			1483 INTEGRATIVE BUSINESS ALLIANCE,	CS1 4123	35,000,000 * New		35,000,000
1/14	688 NewIssue	@ \$0.00/per share**			1393 Irving Rice	CS1 4142	74,000,000	New	
3/14	689 NewIssue	@ \$0.05/per share**			1463 PRIMARY FINANCE LLC	CS1 4143	180,000,000	New	
1/14	690 NewIssue				1484 EDWARD LICEAGA	CS1 4144	250,000,000	New	
3/14	696 NewIssue	@ \$0.00/per share**			1473 IBC FUNDS LLC	CS1 4153	240,000,000	New	
1/14	706 NewIssue				1473 IBC FUNDS LLC	CS1 4175	116,000,000	New	
1/14	710 NewIssue				1473 IBC FUNDS LLC	CS1 4191	240,000,000	New	
3/14	715 NewIssue				1473 IBC FUNDS LLC	CS1 4202	170,000,000	New	
3/14	737 NewIssue	@ \$0.00/per share**			1470 BRESCIA CAPITAL LLC	CS1 4260	200,000,000	New	
3/14	738 NewIssue				1473 IBC FUNDS LLC	CS1 4261	290,000,000	New	
7/14	747 NewIssue	@ \$0.40/per share**			1472 Vernier Funding, LLC	CS1 4324	200,000,000	New	
3/14	749 NewIssue				1473 IBC FUNDS LLC	CS1 4328	290,000,000	New	
3/14	774 NewIssue	@ \$0.00/per share**			1472 Vernier Funding, LLC	CS1 4421	200,000,000	New	
3/14	775 NewIssue				1442 FRANCES NICHOLA BARKER	CS1 4423	200,000,000	New	
1/14	802 NewIssue				1470 BRESCIA CAPITAL LLC	CS1 4485	200,000,000	New	
1/14	823 NewIssue				1472 Vernier Funding, LLC	CS1 4571	350,000,000	New	
1/14	824 NewIssue	@ \$0.00/per share**			1470 BRESCIA CAPITAL LLC	CS1 4572	200,000,000	New	
2/14	839 NewIssue				1472 Vernier Funding, LLC	CS1 4603	200,000,000	New	
1/14	845 NewIssue				1470 BRESCIA CAPITAL LLC	CS1 4622	350,000,000	New	

Slide Monmouth Stock Transfer 145 - PV Enterprises International, Inc.

Transaction Journal

Transactions for Stock Class CS1 from 07/01/13 through 06/30/14

USIP:

10/7/1
12:47 p
Page 4 of 10

DISPOSED										ACQUIRED			
sact	Trans #	Holder ID Name	Certificate No.	Shares	Dispdt	Holder ID Name	Certificate No.	Number of Shares	How Acq	Active 06/30/2014			
ISSUES													
3/14	849	New Issue @ \$0.00/per share**				1484 EDWARD LICEAGA	CS1 4640	250,000,000	New				
3/14	851	New Issue				1442 FRANCES NICHOLA BARKER	CS1 4642	160,000,000	New	160,000,000			
2/14	855	New Issue				1429 WHYDAH COMMUNICATION, INCCS1	4649	370,000,000	New	370,000,000			
3/14	862	New Issue				1488 AXIOM FINANCIAL INC.	CS1 4674	85,000,000 * New					
3/14	881	New Issue @ \$0.00/per share**				1472 Vernier Funding, LLC	CS1 4714	300,000,000	New				
1/14	883	New Issue				1470 BRESCIA CAPITAL LLC	CS1 4717	300,000,000	New				
3/14	888	New Issue				1489 ER OPPORTUNITY FUND, LP	CS1 4727	390,000,000	New				
1/14	917	New Issue				1472 Vernier Funding, LLC	CS1 4831	500,000,000	New				
1/14	918	New Issue @ \$0.00/per share**				1470 BRESCIA CAPITAL LLC	CS1 4832	200,000,000	New				
1/14	920	New Issue				1470 BRESCIA CAPITAL LLC	CS1 4834	300,000,000	New				
3/14	950	New Issue				1484 EDWARD LICEAGA	CS1 4927	250,000,000	New	250,000,000			
							Total New Issues:	11,628,124,933		1,218,355,000			
RED													
3/14	635	1470 BRESCIA CAPITAL LLC	CS1 3978	145,594,000	07/09/14	Retired							
3/14	646	1460 REGENT HOLDINGS LTD	CS1 3470	166,660,000	07/15/14	Retired							
3/14	646	1461 WORLD CONCEPT CAPITAL, INC.	CS1 3722	166,660,000	07/15/14	Retired							
1/14	705	1459 ALPHA VISION ENTERPRISES, LTD	CS1 3469	166,660,000	02/11/14	Retired							
1/14	705	1470 BRESCIA CAPITAL LLC	CS1 3716	33,330,000	02/11/14	Retired							
1/14	705	1470 BRESCIA CAPITAL LLC	CS1 3717	50,000,000	02/11/14	Retired							
1/14	705	1472 Vernier Funding, LLC	CS1 3755	50,000,000	02/11/14	Retired							
1/14	798	1481 GO CHART MARINE LLC	CS1 4038	150,000,000 * 03/31/14		Retired							
				Total Retired:			928,904,000						
IS													
2/13	326	1431 Apex Clearing Corporation	CS1 3137	54,459	07/22/13	Voided							
2/13	326	1431 Apex Clearing Corporation	CS1 3138	76,137	07/22/13	Voided							
2/13	326	1425 CHARLES SCHWAB & CO INC	CS1 3139	2,500,000	07/22/13	Voided							

Letter of Understanding

All contents of this Letter of Understanding are for discussion purposes only and should not be considered agreed upon until such time as the Port of Palm Beach Board of Commissioners has approved all items herein.

This Letter of Understanding ("LOU") is entered into as of the 18th day of September, 2014 ("Effective Date"), by and between **Port of Palm Beach District**, a special taxing district of the State of Florida ("Port") having an address of 1 East 11th Street, Riviera Beach, Florida 33404 and a fax number of (561-842-4240) PV Enterprises International, Inc., having an address of 1850 SE 17th Street, Suite 305 Fort Lauderdale, Fl. 33316 and a fax number of (866-826-6999) ("Cruise") and agree as follows:

WHEREAS, Cruise is investigating opportunities in connection with establishing a cruise service from the Port and constructing an Intermodal Transfer Facility (ITF) at the Port; and

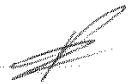
AND WHEREAS, Port has a certain areas that may be appropriate to such uses;

NOW THEREFORE, for and in consideration of the mutual promises set forth herein, the parties agree as follows:

Section 1 Vessel and Cruise Operations: Cruise represents that it has one or more vessels under binding agreement to charter or purchase, having the capacity to carry a minimum of 1500 passengers, and shall only provide foreign "Multi-Day Cruises" from the Port of Palm Beach, i.e. every departure shall have a foreign Port of call. There shall be no "Cruises to Nowhere". The cruise operations are referred to herein as "Cruise Operations". The proposed berthing may be in the area described as "Berthing" on Exhibit A, subject to other agreements made or to be made by the Port with third parties. Cruise is solely responsible for determinations as to whether their chosen vessel can negotiate the channel to berth, and that the pilots will handle the vessel.

It is anticipated that the Operating Agreement for Cruise Operations will include the following terms:

- 1) Six year term with one three year option to renew
- 2) Cruises is seeking an "All-In" passenger charge to include Dockage, Passenger Wharfage, Cruise Terminal Fee, Harbormaster Fee, Security Fees and water usage charges
- 3) Upon execution of the Operating Agreement a \$125,000 Security Deposit will be required. The \$50,000 Deposit will "roll" into the Deposit and an additional \$75,000 will be due.
- 4) Passenger and Performance Minimums will be negotiated
- 5) Negotiations may include both Office and Warehouse Space



Section 2 ITF: The proposed location of the ITF shall be generally as depicted on Exhibit A ("ITF Area"). The ITF may include shopping and/or other facilities, e.g. a restaurant, provided that there are a minimum of 1200 parking spaces available for the exclusive use of the Port. The ITF, unless negotiated otherwise, shall be constructed in air rights commencing (except for necessary supports and / or foundation) not less than 15 feet above such grade as is required in connection with the construction. The ITF shall be on Port property as indicated on Exhibit A attached. The Port shall maintain ownership of the real property and surface rights (without obligation for payment to Cruise or any third party). Nothing shall impair ingress and egress to and through the ITF in the same manner as currently enjoyed over the underlying property. The Port shall not have any financial responsibility, financial guaranty or any other financial obligation with respect to the ITF. All construction shall be subject to approvals by all jurisdictions having authority.

Section 3 Due Diligence Period: The Due Diligence Period shall commence with the Effective Date hereof, and continue up to and including November 30th, 2014. During the Due Diligence Period (subject to Section 9), Port forbear from: (a) entering into any agreements with any other entity, either directly or indirectly, in respect of the sailing of a second multi-day cruise vessel from the Port of Palm Beach (Bahamas Celebration being the first vessel) and the use of the Berthing Area or ITF Area that would prevent the Port from proceeding under this LOU.

Section 4 Deposit: Cruise shall deposit as ("Deposit") as good faith, the sum of \$50,000 with the Port. The Good Faith Deposit shall be non-interest bearing. Unless otherwise agreed pursuant to Further Agreements under Section 5, this Deposit shall be refundable in the event of termination by either party under Section 9.

Section 5 Further Agreements: It is contemplated, but not agreed, that during the term of the Due Diligence Period, both parties will learn more about the opportunities with regard to the Cruise Operation and the ITF, and will negotiate rates and other rights and obligations of the parties, which will result in additional agreements ("Further Agreements"), and or extension of the Due Diligence Period. During each Due Diligence Period, the Executive Director shall have authority to extend the then current Due Diligence Period until 48 hours after the next regularly scheduled meeting of the Board of Commissioners, but not to grant any further extension, unless the extension of the Due Diligence Period is approved by the Board of Commissioners, in which event the Executive Director's authority shall be refreshed as to the extension of Due Diligence Period as so renewed by the Board. Nothing herein shall be deemed to bind or obligate either party to enter into any further agreements ("Further Agreements") with the other. It is understood and agreed that any execution of any further agreement(s) negotiated between the parties (or an affiliate of a party) in connection with the Usage Area will be conditional upon by the Port's Board of Commissioners.

Section 6 Liability: Each party's liability to the other party arising out of or related to this Agreement or any actions undertaken in connection with or related to this Agreement shall be limited to the amount of the Deposit. Notwithstanding any other term of this Agreement, neither party shall be liable to the other party for any consequential, special, incidental, multiple, exemplary or punitive damages for performance or non-performance under this Agreement or for any actions undertaken in connection with or related to this Agreement.

Section 7 Assignment: Neither party shall be entitled to assign all or any portion of this Letter of Understanding without the prior written consent of the other party.

Section 8 Binding Effect: This Agreement shall extend to, be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

Section 9 Termination: Either party can terminate this LOU at any time by written notice to the other party.

Section 10 Public Records Cruise acknowledges that documents and correspondence provided to the Port are subject to the Public Records laws of the State of Florida (Chapter 119 and related laws), and agrees that it shall not provide any documents or other records to the Port that Cruise considers confidential, and that Cruise shall have no claim against the Port for required disclosure by Port of any such records.

Section 11 Governing Law: This LOU shall be interpreted and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this LOU as of the date first above written.

WITNESSES:


DISTRICT:

PORT OF PALM BEACH DISTRICT

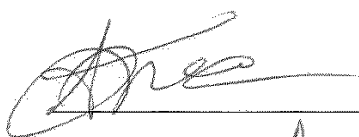
BY _____

Printed Name of Witness: _____

Printed Name of Witness: _____


PV Enterprises International Inc.

BY: Peter Vukobratovic President


Printed Name of Witness: A. SOURSOUROGANNUS


Printed Name of Witness: SUZANNE M. EPPS

BY: _____

STATE OF FLORIDA]
COUNTY OF PALM BEACH]

The foregoing instrument was acknowledged before me this September __, 2014 by _____, who is personally known to me or who produced Florida Driver's license _____ as identification, as _____ of PORT OF PALM BEACH DISTRICT, a Political Subdivision of the State of Florida.

[SEAL]

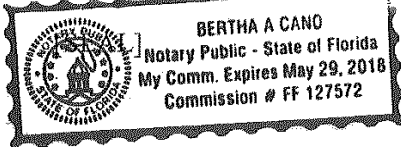
NOTARY PUBLIC

My commission expires: _____

STATE OF FLORIDA]
COUNTY OF PALM BEACH]

The foregoing instrument was executed before me this September 12th, 2014 by Peter Villiohs, who is personally known to me as President of PVE Enterprises Intl.

SL: V432-660-58-227-0 FLA




NOTARY PUBLIC

My commission expires: May 29 2018

Section 6 Liability: Each party's liability to the other party arising out of or related to this Agreement or any actions undertaken in connection with or related to this Agreement shall be limited to the amount of the Deposit. Notwithstanding any other term of this Agreement, neither party shall be liable to the other party for any consequential, special, incidental, multiple, exemplary or punitive damages for performance or non-performance under this Agreement or for any actions undertaken in connection with or related to this Agreement.

Section 7 Assignment: Neither party shall be entitled to assign all or any portion of this Letter of Understanding without the prior written consent of the other party.

Section 8 Binding Effect: This Agreement shall extend to, be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

Section 9 Termination: Either party can terminate this LOU at any time by written notice to the other party.

Section 10 Public Records Cruise acknowledges that documents and correspondence provided to the Port are subject to the Public Records laws of the State of Florida (Chapter 119 and related laws), and agrees that it shall not provide any documents or other records to the Port that Cruise considers confidential, and that Cruise shall have no claim against the Port for required disclosure by Port of any such records.

Section 11 Governing Law: This LOU shall be interpreted and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed this LOU as of the date first above written.

WITNESSES:

DISTRICT:

PORT OF PALM BEACH DISTRICT

BY:

Printed Name of Witness:

Printed Name of Witness:

PV Enterprises International Inc.

BY:

Printed Name of Witness:

Printed Name of Witness:

BY:

STATE OF FLORIDA]
COUNTY OF PALM BEACH]

The foregoing instrument was acknowledged before me this September 18th, 2014 by EDWARD R OPPER, who is personally known to me or who produced Florida Driver's license _____ as identification, as CHAIRMAN of PORT OF PALM BEACH DISTRICT, a Political Subdivision of the State of Florida.

[SEAL]



Janet L. Long
NOTARY PUBLIC
My commission expires: 3/26/18

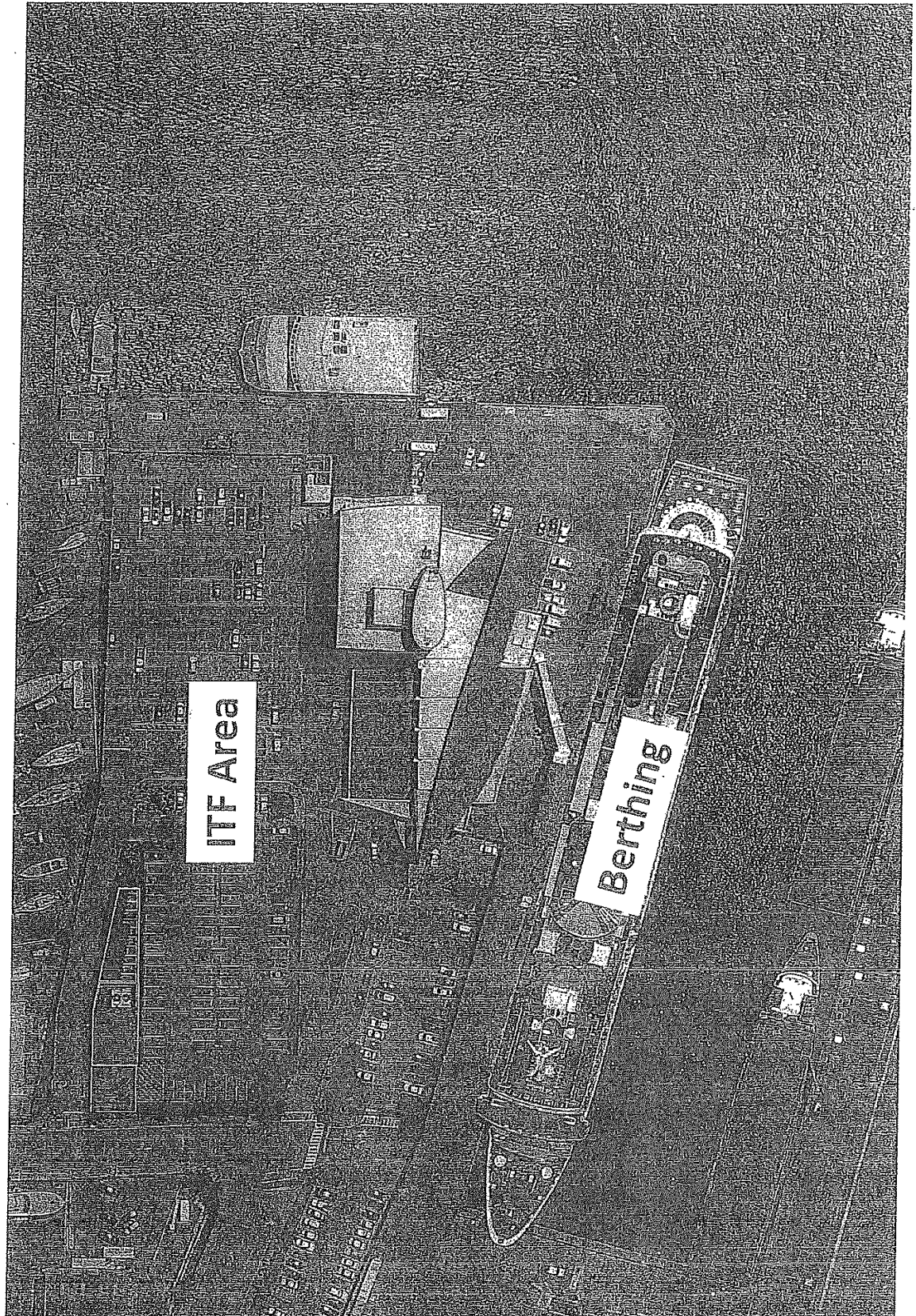
STATE OF FLORIDA]
COUNTY OF PALM BEACH]

The foregoing instrument was executed before me this September __, 2014 by _____, who is personally known to me as President of _____.

[SEAL]

NOTARY PUBLIC
My commission expires: _____

EXHIBIT "A"



BYLAWS
OF
PV Enterprises International, Inc.

ARTICLE I. GENERAL

The provisions of this document constitute the Bylaws of PV Enterprises International, Inc., a Nevada corporation, hereinafter referred to as the Corporation, which Bylaws shall be utilized to govern the management and operation of the Corporation.

ARTICLE II. OFFICES AND AGENCY

Section 1. Registered Office and Registered Agent. The registered office of the Corporation shall be located in the State of Florida at such place as may be fixed from time to time by the Board of Directors of the Corporation, the members of which shall be hereinafter referred to as Directors, upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

Section 2. Other Offices. The Corporation may have other offices within or outside the State of Florida at such place or places as the Board of Directors may from time to time determine.

ARTICLE III. STOCKHOLDERS

Section 1. Closing Transfer Books. For the purpose of determining stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining stockholders entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

Section 2. Fixing Record Date. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of stockholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of stockholders, not less than Twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken.

Section 3. Other Determination of Stockholders. If the stock transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders or stockholders entitled to receive payment of a dividend the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of stockholders.

Section 4. Adjourned Meetings. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Article, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.



Section 5. Record of Stockholders.

(a) If the Corporation has six or more stockholders of record, the officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. The list shall be kept on file at the registered office of the Corporation, at the principal place of business of the Corporation or at the office of the transfer agent or registrar of the Corporation for a period of ten (10) days prior to such meeting and shall be subject to inspection by any stockholder at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder at any time during the meeting.

(b) If the requirements of paragraph (a) above have not been substantially complied with, the meeting, on demand of any stockholder in person or by proxy, shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of paragraph (a) shall not affect the validity of any action at such meeting.

ARTICLE IV. STOCKHOLDERS' MEETINGS

Section 1. Annual Meetings. The annual meeting of the stockholders for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held each year within three months after the end of the fiscal year, or at such other time as the Board of Directors or stockholders shall direct; provided, however, that the annual meeting for any year shall be held at no later than thirteen (13) months after the last preceding annual meeting of stockholders.

Section 2. Special Meetings. Special meetings of the stockholders for any purpose may be called at any time by the President of the Corporation, Board of Directors, or the holders of not less than Twenty percent (20%) of all shares entitled to vote at the meeting.

Section 3. Place of Meetings. All meetings of the stockholders shall be at the principal place of business of the Corporation or at such other place, either within or without the State of Florida, as the Board of Directors or the stockholders may from time to time designate.

Section 4. Notice. Written or printed notice stating the place, day and hour of any meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each stockholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting, by or at the direction of the President, the Secretary or other persons calling the meeting. Notice to stockholders shall be given by personal delivery, by first class U.S. Mail or by telephone facsimile with receipt confirmed; and, if mailed, such notice shall be deemed to be delivered when deposited, the deposit thereof certified by the Secretary of the Corporation, in the United States mail addressed to the stockholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 5. Adjourned Meetings. A majority of the stockholders present, whether or not a quorum exists, may adjourn any meeting of the stockholders to another time and place. Notice of any such adjourned meeting, or of the business to be transacted thereat need not be given of any adjourned meeting if the time and place of the adjourned meeting are announced at



the time of the adjournment, unless the time of the adjourned meeting is more than thirty days after the meeting at which the adjournment is taken.

Section 6. Waiver of Notice. A written waiver of notice signed by any stockholder, whether before or after any meeting, shall be equivalent to the giving of timely notice to said stockholder. Attendance of a stockholder at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

Section 7. Quorum and Voting.

(a) Stockholders representing a majority of the shares entitled to vote in attendance at any meeting of stockholders, shall constitute a quorum for the transaction of business at such meeting, unless otherwise specifically provided by these Bylaws or applicable law. When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. Attendance shall be either in person, by proxy, or by telephonic or radio connection whereby the distant stockholder and those stockholders present in person all hear and may speak to and be heard on the matters raised therein.

(b) If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless the vote of a greater number or voting by classes is required by the Articles of Incorporation, these Bylaws or applicable law.

(c) After a quorum has been established at a stockholders' meeting, the subsequent withdrawal of stockholders, so as to reduce the number of stockholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. The affirmative vote of a majority of the shares then represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders unless otherwise provided by the Articles of Incorporation, these Bylaws or applicable law.

(d) A person entitled to vote shares at a meeting of the stockholders shall be deemed to have attended such meeting in person if such person has attended by telephone or radio connection whereby the distant person and the other stockholders present at such meeting all hear and may speak to and be heard on the matters raised therein.

Section 8. Voting of Shares.

(a) Each outstanding share of common stock shall be entitled to one vote, unless otherwise provided in the Articles of Incorporation which authorize it, and each outstanding share of preferred stock shall be entitled to the number of votes provided in the Articles of Incorporation which authorize it, in each case on each matter submitted to a vote at a meeting of stockholders.

(b) Treasury shares, shares of stock of the Corporation owned by another corporation of which the majority of the voting stock is owned or controlled by the Corporation,



is exercised, written notice of an adjudication of such incompetence or of such death is received by the corporate officer responsible for maintaining the list of stockholders.

(d) If a proxy for the same shares confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present, then that one, may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such shares shall be prorated.

(e) If a proxy expressly provides, any proxy holder may appoint, in writing, a substitute to act in his place.

Section 10. Voting Trusts. Any number of stockholders of the Corporation may create a voting trust for the purpose of offering upon a trustee or trustees future right to vote or otherwise represent their shares for a period not to exceed ten (10) years, as provided by law. A counterpart of the voting trust agreement and a copy of the record of the holders of voting trust certificates shall be deposited with the Corporation at its registered office as provided by law. These documents shall be subject to the same right of examination by a stockholder of the Corporation, in person or by agent or attorney, as are the books and records of the Corporation and shall also be subject to examination by any holder of record of voting trust certificates, either in person or by agent or attorney, at any reasonable time for any proper purpose.

Section 11. Stockholders' Agreements. Two or more stockholders of the Corporation may enter a written agreement, signed by the parties thereto, providing for the exercise of voting rights in future manner provided in the agreement or relating to any phase of the affairs of the Corporation as provided by law. Nothing therein shall impair the right of the Corporation to treat the stockholders of record as entitled to vote the shares standing in their names.

Section 12. Action by Stockholders Without a Meeting.

(a) Any action required by law, these Bylaws, or the Articles of Incorporation of the Corporation to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If any class of shares is entitled to vote thereon as a class, such written consent shall be required of the holders of a majority of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote thereon.

(b) Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those stockholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation or sale or exchange of assets for which dissenters rights are provided under law, the notice shall contain a clear statement of the right of stockholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of the law regarding the rights of dissenting stockholders.

Section 13. New Business. Any Stockholder of record may make a proposal of



new business to be acted upon at an annual or special meeting of Stockholders, only if and provided written notice of such proposed new business is filed with the Secretary of the Corporation not less than five business days prior to the day of meeting, but no other proposal shall be acted upon at such meeting.

ARTICLE V. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may otherwise be provided by the Articles of Incorporation, these Bylaws or applicable law. The Board of Directors shall make appropriate delegations of authority to the officers and, to the extent permitted by law, by appropriate resolution, the Board of Directors may authorize one or more committees to act on its behalf when it is not in session.

Section 2. Qualification. Directors need not be residents of the State of Florida or stockholders of the Corporation.

Section 3. Compensation. The Board of Directors shall have authority to fix the compensation of Directors.

Section 4. Duties of Directors.

(a) A Director shall be expected to attend meetings, whether annual, or special, of the Board of Directors and of any committee to which the Director has been appointed.

(b) A Director shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

(c) In performing his duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

(3) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(d) A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

(e) A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a Director of the Corporation.



Section 5. Number. The number of Directors of the Corporation shall be five (5). This number may be increased or decreased from time to time by amendment to these Bylaws or by election of a number of persons as directors which exceeds at any time such number, but no decrease shall have the effect of shortening the term of any incumbent Director; provided, that the resignation or removal of a number of director(s) which exceeds the number set forth first in this Section shall reduce the authorized number of directors to the number thereof remaining in office, but not to a number less than the number set forth first in this Section. Unfilled vacancies on the board of directors shall not prevent the board of directors from conducting business.

Section 6. Election and Term.

(a) Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of stockholders and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

(b) At the first meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

Section 7. Removal of Directors.

(a) At a meeting of stockholders called expressly for that purpose, any Director or the entire Board of Directors may be removed (A) with cause by a majority vote of the holders of the shares then entitled to vote in an election of Directors and (B) without cause by a vote of the holders of seventy percent of the shares then entitled to vote in an election of Directors.

(b) If less than the entire Board of Directors is to be removed and if cumulative voting is permitted by the Articles of Incorporation, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors.

Section 8. Resignation of Director. A Director may resign from the Board of Directors by providing written notification of such resignation to the President of the Corporation, and such resignation shall become effective immediately upon receipt by the President of said written notification or at such later date as may be specified in the notification.

Section 9. Vacancies. Any vacancy occurring in the membership of the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director so elected shall hold office until the next election of Directors by the stockholders.

ARTICLE VI. DIRECTORS' MEETINGS

Section 1. Regular Meetings. The Board of Directors shall hold, without notice, a regular meeting immediately after the adjournment of the annual meeting of stockholders and such other regular meetings as they may, by resolution, designate from time to time.



Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Corporation or by any two Directors.

Section 3. Place of Meeting. All meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at such other place, either within or without the State of Florida, as the Directors may from time to time designate; provided, however, no such meeting shall be held outside the State of Florida if at least two (2) Directors object in writing not less than three (3) days before such meeting.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of any special meeting of the Board of Directors must be given to each Director not less than five (5) nor more than thirty (30) days before the meeting, by or at the direction of the President or other persons calling the meeting. Notice shall be given either personally or by telegram, cablegram or first class mail; and if mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his address, as it appears in the records of the Corporation, with postage thereon prepaid. Except as otherwise specified in these Bylaws, the notice need not specify the business to be transacted at, nor the purpose of, any meeting.

Section 5. Waiver of Notice. A written waiver of notice signed by any Director, whether before or after any meeting, shall be equivalent to the giving of timely notice to said Director. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director attends a meeting for the express purpose, as stated at the beginning of the meeting, of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Directors need be specified in any written waiver of notice.

Section 6. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 7. Adjourned Meeting. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Section 8. Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Directors, unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or applicable law. Attendance shall be either in person or by telephonic or radio connection whereby the distant Director and those Directors present in person all hear and may speak to and be heard on the matters raised therein.

Section 9. Voting. Each Director who is entitled to vote and who is present at any meeting of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Directors. An affirmative vote, of a majority of the Directors present at a



meeting of Directors at which a quorum is present, shall constitute the approval, ratification and confirmation of the Board of Directors.

Section 10. Proxies Prohibited. No Director may authorize another person or entity to act in said Director's stead by proxy or otherwise.

Section 11. Action by Directors Without a Meeting. Any action required or which may be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the Directors or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 12. Directors' Conflicts of Interest.

(a) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of the Directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, even though less than a majority of the quorum, without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee or the stockholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) The position of director, officer or employee of a not-for-profit corporation held by a Director of the Corporation shall not be deemed to create a conflict of interest for such Director, with respect to approval of dealings between the Corporation and the not-for-profit corporation.

(d) In the event all Directors of the Corporation are directors, officers or employees of or have a financial interest in another corporation, firm, association or entity, the vote or consent of all Directors shall be for purposes of approving any contract or transaction between the Corporation and such other corporation, firm, association or entity.

Section 13. Procedure. The Board of Directors may adopt their own rules of procedure which shall not be inconsistent with the Articles of Incorporation, these Bylaws or applicable law.



ARTICLE VII. EXECUTIVE AND OTHER COMMITTEES

Section 1. Designation. The Board of Directors, by resolution adopted by a majority of the full Board of Directors may designate from among its members an executive committee and one or more other committees. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 2. Powers. Any committee designated as provided above shall have and may exercise all the authority granted to it by the Board of Directors, except that no committee shall have the authority to:

- (a) Approve or recommend to stockholders actions or proposals required by law to be approved by stockholders;
- (b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
- (c) Fill vacancies on the Board of Directors or any committee thereof;
- (d) Amend the Bylaws;
- (e) Authorize or approve the reacquisition of shares limits pursuant to a general formula or method specified by the Board of Directors; or
- (f) Authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares, except that the Board of Directors, having acted regarding general authorization for the issuance or sale of shares, or any contract therefor, and, in the case of a series, the designation thereof, may, pursuant to a general formula or method specified by the Board of Directors by resolution or by adoption of a stock option or other plan, authorize a committee to fix the terms of any contract for the sale of the shares and to fix the terms upon which such shares may be issued or sold, including, without limitation, the price, the rate or manner of payment of dividends, provisions for redemption, sinking, conversion, voting or preferential rights, and provisions for other features of a class of shares, or a series of a class of shares, with full power in such committee to adopt any final resolution setting forth all the terms thereof and to authorize the statement of the terms of a series for filing with the Department of State.

ARTICLE VIII. OFFICERS

Section 1. Designation. The officers of the Corporation shall consist of a president, one or more vice presidents (if determined to be necessary by the Board of Directors), a secretary and a treasurer. The Corporation shall also have such other officers, assistant officers and agents as may be deemed necessary or appropriate by the Board of Directors from time to time. Any two or more offices may be held by the same person. The failure to elect a president, vice president, secretary or treasurer shall not affect the existence of the Corporation. The office of the president may, in the discretion of the Board of Directors, be divided into the office of the chief executive officer and the office of the chief operating officer, provided, that the office of the chief executive officer shall be the office of the president for purposes of state and federal laws requiring such office or the signature of such officer.



Section 2. Duties. The officers of the Corporation shall have the following duties.

(a) President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the business and affairs of the Corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the stockholders and Board of Directors.

(b) Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there is more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(c) Secretary. The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the stockholders and Board of Directors; send out all notices of meetings; and perform such other duties as may be prescribed by the Board of Directors or the President.

(d) Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of stockholders and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Election. All officers shall be elected by the Board of Directors.

Section 4. Tenure. Each officer shall take and hold office from the date of his election until the next annual meeting of the Board of Directors and until his successor shall have been duly elected and qualified or until his earlier resignation, removal from office or death.

Section 5. Resignation of Officers. Any officer or agent elected or appointed by the Board of Directors may resign such office by providing written notification of such resignation to the President (or if the President is resigning, to the Vice President) of the Corporation.

Section 6. Removal of Officers.

(a) Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

(b) Any officer or agent elected by the stockholders may be removed only by vote of the stockholders, limit the stockholders shall have authorized the Directors to remove such officer or agent.

(c) Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.



Section 7. Vacancies. Any vacancy, however occurring, in any office, may be filled by the Board of Directors.

ARTICLE IX. STOCK CERTIFICATES

Section 1. Issuance. Every holder of shares in the Corporation shall be entitled to have a certificate, representing all shares to which he is entitled. No certificate shall be issued for any share until such share is fully paid.

Section 2. Form.

(a) Certificates representing shares in this Corporation shall be signed by the President or Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of this Corporation or a facsimile thereof. The signatures of the President or Vice President and the Secretary or Assistant Secretary may be facsimiles if the certificate is manually signed on behalf of a transfer agent or a registrar, other than the Corporation itself or an employee of the Corporation. In case any officer who signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issuance.

(b) If there is more than one class of stock, every certificate representing shares issued by the Corporation shall set forth or fairly summarize upon the face or back of the certificate, or shall state that the Corporation will furnish to any stockholder upon request and without charge a full statement of: the designations, preferences, limitations and relative rights of the shares of each class or series authorized to be issued; the variations in the relative rights and preferences between the shares of each series so far as the same have been fixed and determined; and the authority of the Board of Directors to fix and determine the relative rights and preferences of subsequent series.

(c) Every certificate representing shares which are restricted as to the sale, disposition or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any stockholder upon request and without charge a full statement of, such restrictions.

(d) Each certificate representing shares shall state upon the face thereof: the name of the Corporation; that the Corporation is organized under the laws State of Florida; the name of the person or persons to whom issued the number and class, if any, of shares, and the designation of the series, if any, which such certificate represents; and the par value of each share represented by such certificate, or a statement that the shares are without par value.

Section 3. Transfers of Stock. Transfers of stock shall be made only upon the stock transfer books of the Corporation kept at the registered office of the Corporation or at its principal place of business, or at the office of its transfer agent or registrar; and before a new certificate is issued, the old certificate shall be surrendered for cancellation and shall be properly endorsed by the holder of record or by his duly authorized attorney. The Board of Directors may, by resolution, open a share register in any state of the United States and may employ an agent or agents to keep such register and to record transfers of shares therein.

Section 4. Registered Owner. Registered stockholders only shall be entitled to be treated by the Corporation as the holders in fact of the stock standing in their respective names, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in



any share on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Florida.

Section 5. Lost, Stolen or Destroyed Certificates. The Corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate:

- (a) Makes proof in affidavit form that it has been lost, destroyed or wrongfully taken;
- (b) Requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim;
- (c) Gives bond or other security in such form as the Corporation may direct to indemnify the Corporation, the transfer agent and registrar against any claim that may be made on account of the alleged loss, destruction or theft of a certificate; and
- (d) Satisfies any other reasonable requirements imposed by the Corporation.

Section 6. Fractional Shares or Scrip. The Corporation may, but shall not be obliged to, issue a certificate for a fractional share, which shall entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the Corporation in the event of liquidation. In lieu of fractional shares, the Board of Directors may provide for the issuance of scrip in registered or bearer form which shall entitle the holder to receive a certificate for a full share upon the surrender of such scrip aggregating a full share.

Section 7. Shares of Another Corporation. Shares owned by the Corporation in another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Board of Directors may determine or, in the absence of such determination, by the President of the Corporation.

ARTICLE X. DIVIDENDS

Section 1. Declaration. The Board may from time to time declare, and the Corporation may pay, dividends on its shares in cash, property or its own shares, except when the Corporation is insolvent, when the payment thereof would render the Corporation insolvent, or when the declaration or payment thereof would be contrary to any restrictions contained in the Articles of Incorporation, subject to the following provisions:

- (a) Dividends in cash or property may be declared and paid, except as otherwise provided in this section, only out of the unreserved and unrestricted earned surplus of the Corporation or out of capital surplus, howsoever arising, but each dividend paid out of capital surplus shall be identified as a distribution of capital surplus, and the amount per share paid from such surplus shall be disclosed to the stockholders receiving the same concurrently with the distribution.
- (b) Dividends may be declared and paid in the Corporation's own treasury shares.



(c) Dividends may be declared and paid in the Corporation's own authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation upon the following conditions:

(1) If a dividend is payable in shares having a par value, such shares shall be issued at not less than the par value thereof, and there shall be transferred to stated capital, at the time such dividend is paid, an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

(2) If a dividend is payable in shares without par value, such shares shall be issued at such stated value as shall be fixed by the Board of Directors by resolution adopted at the time such dividend is declared, and there shall be transferred to stated capital, at the time such dividend is paid, an amount of surplus equal to the aggregate stated value so fixed in respect of such shares; and the amount per share so transferred to stated capital shall be disclosed to the stockholders receiving such dividend concurrently with the payment thereof.

(d) No dividend payable in shares of any class shall be paid to the holders of shares of any other class unless the Articles of Incorporation so provide or such payment is authorized by the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class in which the payment is to be made.

(e) A split-up or division of the issued shares of any class into a greater number of shares of the same class without increasing the stated capital of the Corporation shall not be construed to be a share dividend within the meaning of this section.

Section 2. Holders of Record. The holders of record shall be determined as provided in Article III of these Bylaws.

ARTICLE XL INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Indemnification For Actions, Suits or Proceedings.

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The adverse termination of any action, suit or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.



(b) The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director; officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation provided, however, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is firmly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) or (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made:

(1) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or

(2) If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or

(3) By the stockholders by a majority vote of a quorum consisting of stockholders who were not parties to such action, suit or proceeding.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

Section 2. Other Indemnification. The indemnification provided by these Articles shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested Directors, or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such position and shall continue as to a person who has ceased to be a Director, officer,



employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation shall have indemnified him against such liability under the provisions of this Article XI.

ARTICLE XII. BOOKS AND RECORDS

Section 1. Books and Records.

(a) This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders, Board of Directors and committees of Directors.

(b) This Corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its stockholders, giving the names and addresses of all stockholders and the number, class and series, if any, of the shares held by each.

(c) Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Stockholders' Inspection Rights. Any person who shall have been a holder of record of shares or of voting trust certificates therefor at least six (6) months immediately preceding his demand or shall be the holder of record of, or the holder of record of voting trust certificates for, at least five percent (5%) of the outstanding shares of any class or series of the Corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes and records of stockholders and to make extracts therefrom.

Section 3. Financial Information.

(a) Not later than four (4) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

(b) Upon the written request of any stockholder or holder of voting rights certificates for shares of the Corporation, the Corporation shall mail to such stockholder or holder of voting rights certificates a copy of the most recent such balance sheet and profit and loss statement.

(c) The balance sheets and profit and loss statements shall be filed in the registered office of the Corporation in Florida, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any stockholder or holder of voting trust certificates, in person or by agent.

ARTICLE XIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation and the year of incorporation.

ARTICLE XIV. AMENDMENT TO BYLAWS

Section 1. By Stockholder. The stockholders, by the affirmative vote of a majority of the voting stock, shall have the power to alter, amend, and repeal the Bylaws of this Corporation or to adopt additional Bylaws and any Bylaw so adopted may specifically provide that such Bylaw can only be altered, amended or repealed by the stockholders.

Section 2. By Directors. The Board of Directors, by affirmative vote of a majority of the Board of Directors, shall have the power to adopt additional Bylaws or to alter, amend, and repeal the Bylaws of this Corporation, except when any Bylaw adopted by the stockholders specifically provides that such Bylaw can only be altered, amended, or repealed by the stockholders.

SECRETARY'S CERTIFICATE:

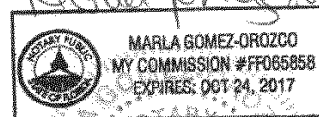
I HEREBY CERTIFY that I am the Secretary of PV Enterprises International, Inc. and the foregoing Bylaws of said Corporation were duly adopted by the Board of Directors of the Corporation by action by written consent of said Board of Directors.

IN WITNESS WHEREOF, I AFFIX MY SIGNATURE:



SECRETARY

Dated, this 1st day of December, 2013



PV Enterprises International, Inc.

AMENDMENT TO BYLAWS

Article V:

Preferred Share Amendment.

The corporation will issue 20,000,000 restricted Preferred Class "C" shares with a par value of .20 (redemption) and/or conversion rate of one (1) preferred share for one hundred seventy-five (175) shares of common stock at market price.

Distribution of these shares will begin twenty (20) days from the date of signing this Amendment and to Shareholders on Record.

Date and timing of conversion or redemption will commence in six months and shall not exceed twenty-four months.

SECRETARY'S CERTIFICATE:

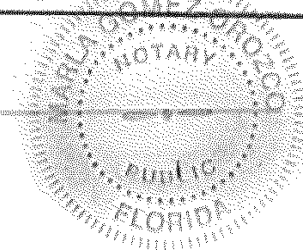
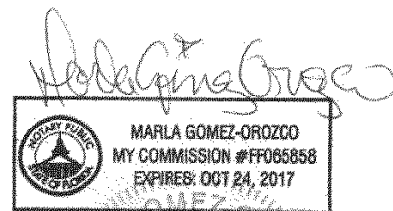
I HEREBY CERTIFY that I am the Secretary of PV Enterprises International, Inc. and the foregoing Bylaws of said Corporation were duly adopted by the Board of Directors of the Corporation by action by written consent of said Board of Directors.

IN WITNESS WHEREOF, I AFFIX MY SIGNATURE:



SECRETARY

Dated, this 18th day of February, 20 14



PV Enterprises International, Inc.

Part F Exhibits

Item 18: Material Contracts.

See Attached Letter of Understanding between the issuer and the Port of Palm Beach executed September 18, 2014

Item 19: Articles of Incorporation and Bylaws.

See Attached.

Item 20: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 21: Issuer's Certifications.

I, Peter Villiotis, certify that:

1. I have reviewed this annual disclosure statement of PV Enterprises International, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: October 8, 2014

/s/: Peter Villiotis
Peter Villiotis

President and Chief Executive Officer