

P00000037324

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR  
6/23/05*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Cyberads, Inc.

DOCUMENT NUMBER: P00000037324

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

Please return all correspondence concerning this matter to the following:

Robert C. Laskowski

(Name of Contact Person)

Law Office

(Firm/ Company)

520 SW Yamhill, Suite 600

(Address)

Portland, Oregon 97204-1329

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Robert C. Laskowski

(Name of Contact Person)

at ( 503 ) 241-0780

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &  
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\$43.75 Filing Fee &  
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\$52.50 Filing Fee  
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is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
CYBERADS, INC.**

FILED  
05 JUN 21 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of CYBERADS, INC., a corporation organized under the laws of the State of Florida ("*Corporation*"), bearing document number P00000037324, does hereby certify as follows:

(A) By virtue of the authority contained in the Articles of Incorporation of the Corporation, the Corporation has authority to issue up to five million (5,000,000) shares of preferred stock, par value \$0.001.

(B) Article V of the Corporation's Article of Incorporation is hereby amended to (i) add the designation and authorization of Series B Preferred Stock, and (ii) to designate the following powers, preferences, rights, qualifications, limitations and restrictions:

**Series B Preferred Stock**

(1) Designation. One million (1,000,000) shares of preferred stock, par value \$0.001 per share, of the Corporation are hereby constituted as a series of the preferred stock of the Corporation and designated as "Series B Preferred Stock".

(2) Dividend Rights. Dividends shall be declared and set aside for any shares of the Series "B" Preferred Stock in the same manner as the Common Stock.

(3) Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Series "B" Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders in the same manner as, and without preference over, the holders of Common Stock.

(4) Voting Rights. Each holder of Series "B" Preferred Stock shall be entitled to vote on all matters for which the shareholders of the Corporation have the right to vote and shall be entitled to one hundred (100) votes per share. The holders of shares of Series "B" Preferred Stock and the holders of the Common Stock shall vote together as a single class on all matters for which the shareholders of the Corporation shall be entitled to vote.

(5) Optional Redemption by Corporation. The Corporation shall have the right and option at any time and from time to time to purchase and redeem all of the Series "B" Preferred Stock, in its absolute discretion, in exchange for the issuance of one million (1,000,000) shares of Common Stock. The Corporation's right to redeem the Series B Preferred Stock shall be conditioned upon the Corporation giving notice ("*Call Notice*") by first class mail, postage prepaid, of the exercise of such to all of the holders of the Series B Preferred Stock not less than five (5) days prior to the effective date of the redemption set forth in such Call Notice. The Call

Notice shall state: (i) the Call Date; (ii) the total number of shares of Series B Preferred Stock to be redeemed by the Corporation; (iii) the place where certificates for such shares are to be surrendered for payment.

(6) Conversion Rights. The holders of the Series B Preferred Stock shall not have the right to convert such Shares into Common Stock of the Corporation.

(C) Pursuant to Article V of the Articles of Incorporation of the Corporation, the Board of Directors has the authority to determine the designation, number of shares and relative powers, preferences, rights, qualifications, limitations and restrictions of each series of the preferred stock of the Corporation.

(D) By virtue of such authority, this amendment was duly adopted and approved pursuant to a written consent of the Board of Directors dated June 16, 2005, in accordance with Section 607.0821 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment as of the 16 day of June, 2005.

CYBERADS, INC.

By:

  
Jeff Criswell, President