

**H01000022608**

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**GEOAGE, INC.**

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H06000296258

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Articles of Amendment  
to  
Articles of Incorporation  
of

GeoAge, Inc.

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

P01000023608

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article V, Section 4(c) is hereby deleted in its entirety and the following substituted in lieu thereof:

(c) Conversion of Series C Preferred Stock: Subject to and in compliance with the provisions of this Section 4, any shares of the Series C Preferred Stock, at the option of the holders(s) thereof, may at any time prior to the Redemption Date be converted into that number of fully paid and nonassessable shares (determined without regard to fractional shares) of Common Stock as is equal to the quotient determined by (A) multiplying the number of shares of Series C Preferred Stock to be converted times (B) the Series C Liquidation Preference and then (C) dividing by \$0.0167 (the "Series C Conversion Price" and each of the Series A Conversion Price, the Series B Conversion Price and the Series C Conversion Price shall be known generically as the "Conversion Price") subject to adjustment as hereinafter provided.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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The date of each amendment(s) adoption: December 15, 2006.


Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature   
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ANTHONY MINNATO  
(Typed or printed name of person signing)

Chairman of the Board  
(Title of person signing)

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