

To: The Florida Dept. of State
Subject: 000650.77701

From: Ashley Smith

Monday, November 26, 2007 2:06 PM Page: 1 of 4

P05000045195

Florida Department of State
Division of Corporations
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N2REVOLUTION, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
N2REVOLUTION, INC.

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, Robin A. Pearl, President of N2REVOLUTION, INC., a Florida corporation (the "Company"), whose principal office address is 523 Sawgrass Corporate Parkway, Sunrise, Florida 33325, organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

1. The name of the Company is N2REVOLUTION, INC., document number P05000045195.
2. Article IV of the Company's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE IV

The maximum number of shares of all classes of capital stock that the Company is authorized to have outstanding at any one time is One Hundred Twenty-Five Million (125,000,000); consisting of (i) One Hundred Million (100,000,000) shares of common stock, no par value; and (ii) Twenty-Five Million (25,000,000) shares of preferred stock, no par value (the "Preferred Stock"). The designations and preferences, limitations and relative rights of the Preferred Stock of the Company are as follows:

A. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

B. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

- (i) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;
- (ii) the number of shares to constitute the class or series and the designations thereof;

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(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(v) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vi) the dividend rate, whether dividends are payable in cash, stock or other property of the Company, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Company;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Company and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

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Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

No shareholder of this Company shall have, by reason of its holding shares of any class or series of stock of the Company, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Company now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class or series, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder."

3. In accordance with Florida Statute Section 607.0123(1), this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendment was duly adopted by Joint Written Consent of the Sole Member of the Board of Directors and Shareholders of the Company dated November 26, 2007. The number of votes cast for the amendment by the Company's shareholders was sufficient for approval.

5. Except as modified hereby, the Articles of Incorporation of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 26th day of November, 2007.

N2REVOLUTION, INC

By 

Robin A. Pearl, President

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