

**P99000080968**

Requester's Name \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

**Universal Access Card, Inc.**  
 801 West Bay Drive, Suite 203  
 Largo, FL 33770

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #) **400003310564--0**  
**-07/03/00--01006--001**  
**\*\*\*\*\*35.00 \*\*\*\*\*35.00**
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

00 JUL 25 PM 2:04  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

T. LEWIS III 25 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 17, 2000

UNIVERSAL ACCESS CARD, INC.  
801 WEST BAY DRIVE  
SUITE 203  
LARGO, FL 33770

SUBJECT: UNIVERSAL ACCESS CARD, INC.  
Ref. Number: P99000080968

We have received your document for UNIVERSAL ACCESS CARD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must have original signatures. Second state the amendment was/were adopted by the incorporator without shareholder action and shareholder action was not required. The last paragraph of the amendment states all shareholders approved the amendment. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 800A00039127

Articles of Amendment  
to Articles of Incorporation  
of  
**UNIVERSAL ACCESS CARD, INC.**

FILED  
00 JUL 25 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being both the President and UNIVERSAL ACCESS CARD, INC., a Florida corporation, charter number P99000080968, (hereinafter the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That the Board of Directors of the Corporation have adopted resolutions setting forth a proposed amendment to the Corporation's Articles of Incorporation to increase the authorized number of shares of Common Stock of the Corporation as set forth below by deleting Article V thereof, and substituting a new Article V in lieu thereof, declaring said amendment to be advisable and directing that the amendment be submitted to the shareholders of the Corporation for approval as permitted by Chapter 607 of the General Corporation Law of the State of Florida.

SECOND: That the amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

THIRD: That Article V of the Articles of Incorporation of the Corporation is deleted and the following new Article V is substituted in lieu thereof:

**ARTICLE V**

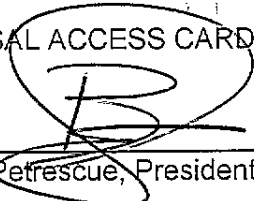
**Capital Stock**

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100,000,000 shares having a par value of \$0.0001 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

IN WITNESS WHEREOF, the undersigned being both the President and Secretary of the Corporation has hereunto set his hand as of the 3<sup>rd</sup> day of December, 1999 and for the purpose of amending the Articles of Incorporation under the laws of the State of Florida, Section 607.1006 and of the Florida Statutes, and I hereby make and file with the Department of State of the State of Florida the Articles of Amendment and certify that the facts herein stated are true and that the amendment was/were adopted by the incorporator without shareholder action, and shareholder action was not required.

UNIVERSAL ACCESS CARD, INC.

  
Bernard Petrescue, President / *Incorporator*

Attest:

  
Bernard Petrescue, Secretary