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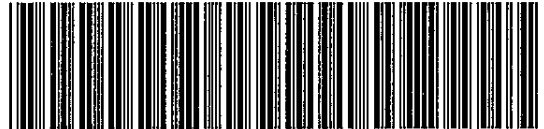
(Business Entity Name)

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10/02/03--01005--006 **43.75

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03 OCT - 1 PM 4:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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C. Ouellette OCT 02 2003

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILE 2ND

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 09-30-03

REF. #: 0262.19951

CORP. NAME: GOLD STANDARD MULTIMEDIA INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 506389 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF AMENDMENT
OF THE
FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOLD STANDARD MULTIMEDIA INC.**

03 OCT - 1 PM 2:30
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Fourth Amended and Restated Articles of Incorporation:

1. The Amendment to the existing Amended and Restated Articles of Incorporation being effected hereby is to delete Article IV, Section C.6 of the Articles of Incorporation and to substitute in its place the following:

6. REDEMPTION.

(a) The Company shall be obligated to redeem the Series B-1 Preferred Stock and the Series B-2 Preferred Stock as follows:

(i) The holders of at least a majority of the then outstanding shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock, voting together as a separate class (or acting by written consent), may require the Company, to the extent it may lawfully do so, to redeem the Series B-1 Preferred Stock and the Series B-2 Preferred Stock in three (3) annual installments beginning not prior to the seventh anniversary of the Original Issue Date, and ending on the date two (2) years from such first redemption date (each a "**Redemption Date**"). The Company shall effect such redemptions on the applicable Redemption Date by paying in cash in exchange for the shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock to be redeemed a sum equal to the greater of (x) the Original Issue Price plus all accrued and unpaid dividends of such shares of Series B-1 Preferred Stock and Series B-2 Preferred Stock, as applicable or (y) the fair market value of the applicable Series B-1 Preferred Stock and the Series B-2 Preferred Stock. For purposes of the preceding sentence, the fair market value of the Series B-1 Preferred Stock and the Series B-2 Preferred Stock shall be determined by the Board of Directors, *provided, however*, that if any holder of any Series B-1 Preferred Shares or Series B-2 Preferred Shares disagrees with such determination, the fair market value shall be as determined by an independent third-party appraiser mutually acceptable to the Company and the holders of a majority of the outstanding shares of the Series B-1 Preferred Stock and the Series B-2 Preferred Stock. The cost of such appraisal shall be paid by the holder or holders that disagreed with the determination of fair market value. The total amount to be paid for the Series B-1 Preferred Stock and the Series B-2 Preferred Stock is hereinafter referred to as the "**Redemption Price**." The number of shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock that the Company shall be required to redeem on any one Redemption Date shall be equal to the amount determined by dividing (A) the aggregate number of shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock outstanding immediately prior to the Redemption Date by (B) the number of remaining Redemption Dates

(including the Redemption Date to which such calculation applies). Shares subject to redemption pursuant to this Section 6(a) shall be redeemed from each holder of Series B-1 Preferred Stock and the Series B-2 Preferred Stock on a pro rata basis, based on the number of shares then held.

(ii) At least thirty (30) days but no more than sixty (60) days prior to the first Redemption Date, the Company shall send a notice (a "**Redemption Notice**") to all holders of Series B-1 Preferred Stock and the Series B-2 Preferred Stock to be redeemed setting forth (A) the Redemption Price for the shares to be redeemed; and (B) the place at which such holders may obtain payment of the Redemption Price upon surrender of their share certificates. If the Company does not have sufficient funds legally available to redeem all shares to be redeemed at the Redemption Date (including, if applicable, those to be redeemed at the option of the Company), then it shall so notify such holders and shall redeem such shares pro rata (based on the portion of the aggregate Redemption Price payable to them) to the extent possible and shall redeem the remaining shares to be redeemed as soon as sufficient funds are legally available.

(b) On or prior to the Redemption Date, the Company shall deposit the Redemption Price of all shares to be redeemed with a bank or trust company having aggregate capital and surplus in excess of \$100,000,000, as a trust fund, with irrevocable instructions and authority to the bank or trust company to pay, on and after such Redemption Date, the Redemption Price of the shares to their respective holders upon the surrender of their share certificates. Any moneys deposited by the Company pursuant to this Section 6(b) for the redemption of shares thereafter converted into shares of Common Stock pursuant to Section 5 hereof no later than the fifth (5th) day preceding the applicable Redemption Date shall be returned to the Company forthwith upon such conversion. The balance of any funds deposited by the Company pursuant to this Section 6(b) remaining unclaimed at the expiration of one (1) year following such Redemption Date shall be returned to the Company promptly upon its written request.

(c) On or after each such Redemption Date, each holder of shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock to be redeemed shall surrender such holder's certificates representing such shares to the Company in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all the shares represented by such certificates are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after such Redemption Date, unless there shall have been a default in payment of the Redemption Price or the Company is unable to pay the Redemption Price due to not having sufficient legally available funds, all rights of the holder of such shares as holder of Series B-1 Preferred Stock and the Series B-2 Preferred Stock (except the right to receive the Redemption Price without interest upon surrender of their certificates), shall cease and terminate with respect to such shares; *provided* that in the event that shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock are not redeemed due to a default in payment by the Company or because the Company does not have sufficient legally available funds, such shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock shall remain outstanding and shall be entitled to all of the rights and preferences provided herein until redeemed.

(d) In the event of a call for redemption of any shares of Series B-1 Preferred Stock and the Series B-2 Preferred Stock, the Conversion Rights (as defined in Section 5) for such Series B-1 Preferred Stock and the Series B-2 Preferred Stock shall terminate as to the shares designated for redemption at the close of business on the fifth (5th) day preceding the applicable Redemption Date, unless default is made in payment of the Redemption Price.

2. This amendment to the Articles of Incorporation was approved by the written consent of the Board of Directors of this corporation on September __, 2003 and by the written consent of a majority of all stockholders of this corporation on September __, 2003.

3. These Articles of Amendment of the Fourth Amended and Restated Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, Gold Standard Multimedia Inc. has caused this Certificate to be executed and acknowledged by its Chief Executive Officer this __ day of September, 2003.

GOLD STANDARD MULTIMEDIA INC.

By: _____

Russell S. Thomas

Chief Executive Officer