

1/29/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: IN-TO-SPACE, INC.

AUDIT NUMBER.....H98000002037

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment
1/30/98
DC

DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
IN-TO-SPACE, INC.

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98 JAN 30 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of In-to-Space, Inc. presently reads as follows:

"ARTICLE III.
CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$1.00."

2. The following amendment to the Articles of Incorporation was adopted changing Article III to read as follows:

"ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock which the Corporation is authorized to issue and have outstanding at any time shall be:

A) 5,000 shares of Class A Common Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00; and

B) 5,000 shares of Class B Common Non-Voting Capital Stock, having a par value of \$0.01 per share and an aggregate par value of \$50.00.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class."

Prepared by:
Thomas Ruffin III, Esquire
Florida Bar No. 442119
Gutter, Joseph & Ruffin
100 W. Cypress Creek Rd., #900
Ft. Lauderdale, Florida 33309
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3. The amendment in paragraph 2 above was unanimously adopted by all of the Directors and a majority of each class of the Shareholders of the Corporation entitled to vote thereon as a class and the Shareholders of the Corporation pursuant to a Special Meeting of the Directors and Shareholders held on the 29 day of January, 1998.

IN WITNESS WHEREOF, these Articles of Amendment were executed on the 29 day of January, 1998.

IN-TO-SPACE, INC.

By: [Signature]
CAROL SCHIFF, President

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer authorized to administer oaths and take acknowledgments, CAROL SCHIFF, known personally to me, or who produced _____ as identification, to be the President and Director of IN-TO-SPACE, INC., a Florida corporation, to me well known to be the person described in and who executed the foregoing Articles of Amendment freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Ft. Lauderdale, Broward County, Florida on this 29 day of January, 1998.

[Signature]
NOTARY PUBLIC
Name of Notary: Thomas Ruffin
Commission No.: CC 588482

My Commission Expires:

lagr\SCHIFF.AOA
01/26/98



Thomas Ruffin
MY COMMISSION # CC588482 EXPIRES
September 28, 2000
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

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