

**CORPORATE  
ACCESS,  
INC.**

**K64366**

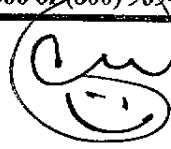
236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

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**3/1/02**



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**2002 MAR 14 AM 10:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

☐ **CERTIFIED COPY**

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☒ **FILING**

**Amendment**

1.) **Hundred mile Plus Ltd, Inc.**  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**300005031873--9**

**-03/01/02--01002--021**

**\*\*\*\*\*35.00 \*\*\*\*\*35.00**

**C. Coullatte MAR 14 2002**

**SPECIAL INSTRUCTIONS**

**RECEIVED**  
**02 MAR -1 AM 10:16**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 1, 2002

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: HUNDRED MILE PLUS LTD., INC.  
Ref. Number: K64366

*Corrected*  
*3/1/02*  
*(initials)*

We have received your document for HUNDRED MILE PLUS LTD., 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):

Please entitle your document Articles of Amendment.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 502A00012566

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

02 MAR 14 AM 9:48

RECEIVED

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HUNDRED MILE PLUS LTD., INC.**

(Certificated of Designation of the Series A Convertible Preferred Stock  
Pursuant to Section 607.0602 of the Florida Business Corporations Act)

2002 MAR 14 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned, Joshua Rabinowitz, does hereby certify that:

A. He is the duly elected and acting President of Hundred Mile Plus Ltd., Inc., a Florida corporation (the "Company").

B. Pursuant to the Unanimous Written Consent of the Board of Directors of the Company received on January 31, 2002, the Board of Directors duly adopted the following resolutions:

WHEREAS, the Articles of Incorporation of the Company authorizes a class of stock designated as Preferred Stock, with a par value of \$0.001 per share (the "Preferred Class"), comprising ten million shares (10,000,000) and provides that the Board of Directors of the Company may fix the terms, including any dividend rights, dividend rates, conversion rights, voting rights, rights and terms of any redemption, redemption price or prices, and liquidation preferences, if any, of the Preferred Class;

WHEREAS, as of the date of this Certificate of Designation, no shares of the Preferred Class have been issued;

WHEREAS, the Board of Directors believes it in the best interests of the Company to create a series of preferred stock consisting of 10,000,000 shares and designated as the "Series A Convertible Preferred Stock" having certain rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby fix and determine the rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock as follows:

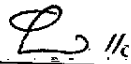
1. Creation and Designation of Series A Convertible Preferred Stock. There is hereby created a series of preferred stock consisting of 10,000,000 shares and designated as the Series A Convertible Preferred Stock (the "Preferred Stock"), having the voting powers, preferences, relative, participating, optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. The Preferred Stock is not entitled to any dividends.
3. Liquidation Provisions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Preferred Stock shall be entitled to receive an amount equal to the amount payable with respect to one share of common stock.
4. Conversion Provisions. The Board of Directors shall have the option, but not the obligation, to convert all of the outstanding shares of Series A Convertible Preferred Stock into shares of the Company's common stock at the rate of ten (10) shares of common stock for every one (1) share of Series A Convertible Preferred Stock. The Preferred Stock may only be converted by the Company's Board of Directors, and not by the action of any or all of the holders of the Preferred Stock. Further, the entire series of preferred stock designated as Series A Convertible Preferred Stock must be converted at the same time and may not be converted on a partial or pro-rata basis.
5. Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of common stock solely for the purpose of effecting the conversion of the shares of the Series A Convertible Preferred Stock such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all then outstanding shares of the Series A Convertible Preferred Stock.
6. Notices. Any notices required by the provisions of this Certificate of Designation to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the Corporation.
7. Voting Provisions. The holders of shares of Preferred Stock shall be entitled to fifty (50) votes per share of Preferred Stock then held on all matters to which the shareholders of the Company are entitled to vote.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation of Series A Convertible Preferred Stock to be duly executed by its President and attested to by its Secretary and has caused its corporate seal to be affixed hereto as of this 31st day of January, 2002.

By:

  
Joshua Rabinowitz, President

By:

  
Joshua Rabinowitz, Secretary