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#1

BASIC AMENDMENT
METRO LINK, INCORPORATED

Certificate of Status	0
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AMEND
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
METRO LINK, INCORPORATED, a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, METRO LINK, INCORPORATED, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

The name of the Corporation is:

Metro Link, Incorporated

The principal place of business of the Corporation is 5807 North Andrews Way, Ft. Lauderdale, Florida 33309

ARTICLE III

Article III of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

The total number of shares which this Corporation is authorized to issue is: two hundred ten million (210,000,000) shares, of which one hundred ninety million (190,000,000) shares shall be common stock, par value \$0.001 per share (the "Common Stock"), and twenty million (20,000,000) shares shall be Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

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- (a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) The annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
- (d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- (e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;
- (f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
- (g) Any other relative rights, preferences and limitations of that series.

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VIII

The following Article VIII is added to the Corporation's Articles of Incorporation:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the fullest extent now or hereafter permitted by law.

The undersigned hereby certifies that the foregoing amendment was duly approved and adopted by written consent of the Board of Directors of the Corporation and written consent of a majority of the Shareholders of the Corporation, in such number being sufficient for approval, in each case as of June 6, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of METRO LINK, INCORPORATED, this 6th day of June, 2000.

METRO LINK, INCORPORATED

By: 
Morgan Von Essen, President