

K85050

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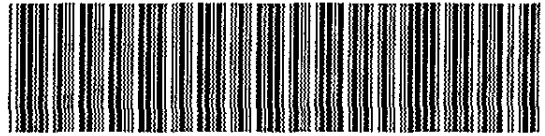
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/17/03--01035--014 **43.75

Amend

T BROWN APR - 1 2003



210 - 1166 Alberni St, Vancouver BC V6E 3Z3
Telephone: 604-689-5998 Fax: 604-689-8988

January 14, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL
USA 32399

SENT VIA COURIER

Dear Sir or Madam:

RE: AMENDMENT OF ARTICLES OF INCORPORATION

Please find attached our Amendment of Articles, which we would like to file with the Division of Corporations. The articles of amendment have been prepared in compliance with section 607.1006 of the Florida Statutes.

We have enclosed the filing fee for the articles of amendment of THIRTY-FIVE DOLLARS (\$35.00) as well as an additional EIGHT DOLLARS & SEVENTY-FIVE CENTS (\$8.75) for a certified copy.

Please send our certified copy to my attention at:

Poker.com, Inc.
Suite 210, 1166 Alberni Street
Vancouver, British Columbia
CANADA V6E 3Z3
Telephone: (604) 689-5998

Thank you for your assistance with this matter.

Yours sincerely,
POKER.COM, INC.

A handwritten signature in black ink, appearing to read "Mark Glusing", is written over the typed name.

Mark Glusing, President

/ctw

ENCLOSURE(S)



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 31, 2003

MARK GLUSING
POKER.COM, INC.
1166 ALBERNI STREET, #210
VANCOUVER, B.C. CANADA, V6E-3Z3

SUBJECT: POKER.COM INC.
Ref. Number: K85050

We have received your document for POKER.COM INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the 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) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 303A00006623

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POKER.COM INC.**

FILED
03 MAR 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act ("FBCA"), POKER.COM INC., a Florida corporation (the "Corporation"), hereby submits the following Articles of Amendment to its Articles of Incorporation:

Article 10 is hereby amended to read as follows:

**"ARTICLE X
VOTING FOR DIRECTORS**

Shareholders may only remove one or more directors, for cause, unless removed by the shareholders at a meeting of the shareholders, provided that notice of the meeting states the purpose, or one of the purposes is the removal of the director."

Article 16 is hereby added to read as follows:

**"ARTICLE XVI
REQUISITION A SPECIAL MEETING**

A corporation shall hold a special meeting of shareholders:

- a) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws; or
- b) If the holders of not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.
- c) Special shareholders' meetings shall be held at the corporation's principal office."

**"ARTICLE XVII
DEFINITION OF QUORUM**

Quorum shall consist of 50.1 percent of all shares represented at a meeting of the shareholders."

The amendments were adopted by the Board of Directors on December 20th 2002, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned officer of the Corporation, thereunto duly authorized, has duly executed these Articles of Amendment this 20th day of December 2002.

POKER.COM INC.



Mark Glusing, President