

m91123

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

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(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Alma International, Inc. M91123
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

FILED
MAR 23 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MR
3/23/99

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ALMA INTERNATIONAL, INC.

FILED
MAR 23 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Alma International, Inc. (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

FIRST: Article Third is amended by deleting Article Third in its entirety and replacing it with the following:

The aggregate number of shares of stock that the corporation is authorized to issue is one billion (1,000,000,000) shares, nine hundred eighty million (980,000,000) shares of common stock, par value \$.00001, and twenty million (20,000,000) shares of preferred stock, par value \$1.00, which shares may be issued from time to time without action by the shareholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and the holders of such shares shall not be liable for any further payments thereon.

The preferred stock may be issued in series from time to time with such designations, preferences, and relative participating, optional, or other rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in a resolution providing for the issuance of such class, classes, or series adopted by the Board of Directors, pursuant to the authority hereby given as provided by statute.

Each class or series may be made, subject to redemption or call at such time and at such price or prices as such

resolution or resolutions providing for the issuance of such stock shall state and express. The holders of the preferred stock of any class or series shall be entitled to receive dividends at such rates, on such conditions, and at such times, and shall be entitled to such rights upon the dissolution of, or upon any distribution of, the assets of the corporation, and the preferred stock of any class or series may be convertible into or exchangeable for shares of any other class, classes, or series of capital stock of the corporation, at such price or prices, or at such rates of exchange, and with such adjustments, as shall be stated and expressed in the resolution or resolutions of the Board of Directors providing for the issuance thereof.

SECOND: The date of adoption of the amendment contained in Article First of these articles of amendment was March 5, 1999.

THIRD: The amendment contained in Article First of these articles of amendment was approved by the shareholders of the Corporation. The number of votes cast for such amendment was sufficient for approval.

FOURTH: Article Third is amended further by the addition of the following language:

The Corporation shall issue a Class A Preferred Stock with the following designations, preferences, and relative participating, optional, or other rights, qualifications, limitations, or restrictions:

A. The shares of the Class A Preferred Stock shall be non-voting, with preferred dividends of twelve (12%) percent and shall be convertible at any time, and from time to time, into shares of Common Stock at the lesser of (i) the rate of five (5) shares of Common Stock for each share of Class A Preferred Stock, or (ii) the average bid price for the Common Stock as quoted on the over the counter market for the ten (10) trading days ending five (5) days prior to the date that notice of conversion is given to the Corporation by the Class A Preferred Stock holder.

B. Each share of Class A Preferred Stock may be called by the Corporation in accordance with the following terms:

(1) Of the first \$800,000 of net funds received by the Corporation or the Corporation's wholly-owned subsidiary Nikki & Friends, Inc., a Delaware corporation from a private placement of securities by the Corporation expected to be initiated in April, 1999 (the "Private Placement"), 37.5% shall be applied to call that value of the Class A Preferred Stock held by the holders thereof pari passu.

(2) Of the next \$200,000 of net funds received by the Corporation from the Private Placement, 25% shall be applied to call that value of the Class A Preferred Stock held by the holders thereof pari passu.

(3) Of the next \$300,000 of net funds received by the Corporation from the Private Placement, 50% shall be applied to call that value of the Class A Preferred Stock held by the holders thereof pari passu.

(4) Of the next \$700,000 of net funds received by the Corporation from the Private Placement, 35% shall be applied to call that value of the Class A Preferred Stock held by the holders thereof pari passu.

(5) If the Corporation shall apply \$750,000 to call that value of the Class A Preferred Stock held by the holders thereof within six months from the date of the Exchange Agreement entered into by and between the Corporation and the holders of the Class A Preferred Stock (the "Exchange Agreement"), the Corporation shall be relieved of the obligation to pay dividends until January 1, 2000. If the Corporation shall apply \$300,000 but less than \$750,000 to call that value of the Class A Preferred Stock held by the holders thereof pursuant to the terms contained in this paragraph B within six months from the date of the Exchange Agreement, the Corporation shall be relieved of the obligation to pay dividends until July 1, 1999.

C. The remaining shares of the Class A Preferred Stock shall be callable in three tranches as follows:

(1) The Corporation shall use \$250,000 to call that value of the Class A Preferred Stock held by the holders thereof

parri passu commencing six months after consummation of the call transaction set forth in paragraph B;

(2) The Corporation shall use \$250,000 to call that value of the Class A Preferred Stock held by the holders thereof parri passu commencing nine months after consummation of the call transaction set forth in paragraph B;

(3) The Corporation shall use \$250,000 to call that value of the Preferred Stock held by the holders thereof parri passu commencing twelve months after consummation of the call transaction set forth in paragraph B.

(4) If the Corporation fails to call the shares of Class A Preferred Stock required in this paragraph, the holders of the Class A Preferred Stock shall give notice of default to the Corporation and unless the default has been cured within thirty (30) days thereafter, dividends (at the rate of twelve (12%) percent) upon the Class A Preferred Stock will begin to accrue. The continued failure by the Corporation to call the shares of Class A Preferred Stock within ninety (90) days after the default notice is given shall result in the holders thereof having the option to convert the Class A Preferred Stock into shares of Common Stock at the lesser of (i) the rate of five (5) shares of Common Stock for each share of Class A Preferred Stock, or (ii) the average bid price for the Common Stock as quoted on the over the counter market for the ten (10) trading days ending five (5) days prior to the date that notice of conversion is given to the Corporation by the Class A Preferred Stock holder.

FIFTH: The date of adoption of the amendment contained in Article Fourth of these articles of amendment was March 11, 1999.

SIXTH: The amendment contained in Article Fourth of these articles of amendment was adopted by the board of directors of the Corporation without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, these articles of amendment are hereby executed this
19th day of March, 1999.



Alfred F. Gerriets, II, Chief Operating Officer