

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : FOLEY & LARDNER
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00 JAN 26 PM 4:51
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

OPENCLOSE.COM, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

AMEND
KRB 1/27

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
OPENCLOSE.COM, INC.**

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1. The name of this Corporation is Openclose.com, Inc.
2. Section 1.2 is amended in its entirety to read as follows:

Section 1.2. Name and Address. The address of the principal office of the corporation is 1643 North Harrison Parkway, Sunrise, FL 33323.

3. Article IV is amended in its entirety to read as follows:

**Article IV
Capital**

Section 4.1. Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time, all such shares to be issued fully paid and nonassessable, is thirty million (30,000,000) shares divided into classes as follows:

(a) Ten million (10,000,000) shares of Preferred Stock having a par value of \$0.01 per share and which may be issued in one or more classes or series as further described in Section 4.2;

(b) Ten million (10,000,000) shares of Voting Common Stock having a par value of \$0.01 per share and having the voting and other rights described in Section 4.3;

(c) Ten million (10,000,000) shares of Non-Voting Common Stock having a par value of \$0.01 per share and having the voting and other rights described in Section 4.3.

Section 4.2. Preferred Stock. The board of directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class, and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and in each series and the preferences, limitations, and relative rights of each class and each series, including but not limited to dividend, liquidation, voting, redemption and conversion rights. Such preferences must include the preferential right to receive distributions of assets upon the dissolution of the Corporation before shares of Voting Common Stock and Non-Voting Common Stock are entitled to receive such distributions.

Section 4.3. Common Stock. Except as otherwise set forth in these Articles, the Voting Common Stock and the Non-Voting Common Stock (collectively, the "Common Stock") shall be identical. The holders of the Common Stock shall vote together and not separately by class on all matters required by Florida law to be approved by the shareholders, with each holder of Common Stock having one vote for each share of Common Stock held; provided, however that holders of Non-Voting Common Stock shall not be entitled to vote in an election of directors. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the board of directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

Section 4.3.1. Non-Voting Common Stock. Holders of Non-Voting Common Stock shall not be entitled to vote at an election of directors. Each share of Non-Voting Common Stock shall be convertible into Voting Common Stock on a share-for-share basis at any time upon the written election of the holder.

4. Article V is amended in its entirety to read as follows:

Article V
Registered Office and Agent

Section 5.1. Name and Address. The street address of the registered office of this corporation is 1643 North Harrison Parkway, Sunrise, FL 33323 and the name of the registered agent of this corporation at that address is Seth Werner.

5. Section 6.1 is amended in its entirety to read as follows:

Section 6.1. Number. This corporation shall have seven directors initially. The number of directors may be increased or diminished from time to time in accordance with the provisions of the bylaws, but shall never be less than one.

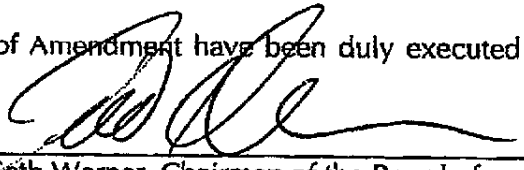
6. The above amendments were adopted by unanimous consent of Corporation's board of directors prior to the issuance of any stock by the Corporation pursuant to Section 607.1005, Florida Statutes on Jan. 26, 2000.

JAN. 26. 2000 4:37PM FOLEY & LARDNER

NO. 6403 P. 4

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7. IN WITNESS WHEREOF, the Articles of Amendment have been duly executed by the Corporation as of Jan. 26, 2000


Seth Werner, Chairman of the Board of Directors

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NO. 6403 P. 5

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a registered agent.


Seth Werner, Registered Agent