

Division of Corporations

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Florida Department of State  
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## BASIC AMENDMENT

DIETPLACE INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

AMEND  
9/17/01  
(2)

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF**

**Dietplace Inc.**

Pursuant to Section 607.10025 of the Florida Business Corporation Act the undersigned President of Dietplace Inc. (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of this Corporation is Dietplace Inc., its Articles of Incorporation having been filed on the 4<sup>th</sup> day of January, 2000 by the Secretary of State of the State of Florida. (Document #P00000000928).

2. The following Amendments to the Articles of Incorporation were duly adopted on September 14, 2001 by all of the directors, acting unanimously, and by the written consent of a majority of the shareholders, effective September 14, 2001, in the manner prescribed by the Florida Business Corporation Act.

Article 4 of the Corporation's Articles of Incorporation shall be and hereby is amended and restated to read in its entirety as follows:

"Article 4. This Corporation is authorized to issue **SIXTY-FIVE MILLION (65,000,000)** shares of Capital Stock as follows:

**4.1 Preferred Stock.** Five Million (5,000,000) shares of Preferred Stock, subject to the following designations:

**4.1-1 Two Million (2,000,000) shares** are hereby designated as:

**Series I, \$0.001 par value Convertible Preferred Stock,**

each share of which shall be exchangeable for three (3) shares of \$0.001 par value Common Stock, without any further consideration required and upon such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

**4.1-2 Three Million (3,000,000) shares** of no par value, Preferred Stock shall remain without designation; and which shares may be issued on such terms and conditions as designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

**4.2 Common Stock.** Sixty Million (60,000,000) shares of which shall be designated as *Common Stock*, having the par value of One Mill (\$0.001) per share.

**4.3** Effective upon the filing hereof by the Secretary of State of the State of Florida, every One Hundred (100) issued and outstanding shares of the Corporation's previously authorized \$0.001 par value Common Stock (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into One (1) validly issued, fully paid and nonassessable share of Common Stock pursuant to the aforesaid Amended Article 4 (the "New Common Stock"). Each presently issued certificate representing shares of Old Common Stock shall hereafter represent the number of shares of New Common into which the Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however that each

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shareholder of record of Old Common Stock shall be entitled to, upon surrender of their currently issued certificate, a new certificate or certificates representing the number of shares of New Common Stock to which such shareholder is entitled. Any and all fractional shares resulting from this recapitalization shall be rounded up to a full share of New Common Stock.

All shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders."

3. Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act this Amendment was duly adopted on September 14, 2001 by the unanimous written consent of the Board of Directors, and by the written consent of the holders of 3,500,000 shares of Common Stock, representing 70% of the total issued and outstanding shares entitled to vote thereon; such number of votes cast by the shareholders was sufficient for approval.

4. This second Amendment to the Articles of Incorporation shall take effect on the filing hereof by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President and Chairman of the Board of Directors has executed these Articles of Amendment to the Articles Of Incorporation this 14<sup>th</sup> day of September, 2001.

Dietplace Inc.

by:



Willis B. Hale, President  
Chairman of the Board

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