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July 20, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Filing of Articles of Amendment to the Articles of Incorporation  
of Phatpads.com Inc.

Dear Sir or Madam:

Pursuant to Section 607.1006 of the Florida Statutes, we enclose for filing the Articles of Amendment to the Articles of Incorporation of Phatpads.com Inc. Also enclosed is a check in the amount of \$43.75 payable to the Department of State in payment of the filing fee and a certified copy of the Articles of Amendment.

Please stamp or otherwise endorse your official title and the date and time of receipt on the enclosed original evidencing that the Articles of Incorporation of Phatpads.com Inc have been duly amended and deliver the copy to the undersigned.

Call if you have any questions regarding this filing.

Very truly yours,



William D. Moorhead III

WDM/lrb

Enclosures

cc/enc: Mr. Jay K. Hill

Mr. David R. Armstrong

Christopher H. Moran, CPA

FILED  
00 JUL 24 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS JUL 27 2000

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

FILED  
00 JUL 24 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted:

A. Article III is deleted in its entirety and the following is substituted in lieu thereof:

**ARTICLE III**

The total number of shares of all classes of stock which the Corporation has authority to issue is 200,000,000 shares, consisting of 100,000,000 shares of capital stock designated as "common stock," and 100,000,000 shares of capital stock designated as "preferred stock." Both the common and preferred stock shall have no par value.

B. Article IV is deleted in its entirety and the following is substituted in lieu thereof:

**ARTICLE IV**

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

**PREFERRED STOCK**

The preferred stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of preferred stock, including any preferences, conversion and other rights, voting powers,

restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Secretary of State as required by law to be filed with respect to issuance of such preferred stock, prior to the issuance of any shares of each series.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of preferred stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action to increase or decrease the number of shares included in each series of preferred stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the common stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of preferred stock shall include, but not be limited to, setting or changing the following:

(a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(b) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(c) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of preferred stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

#### COMMON STOCK

Subject to all of the rights of the preferred stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article IV, the common stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) unlimited voting rights on all matters requiring shareholder action, including by way of illustration and not of limitation, the election of directors; and

(b) dividends may be declared and paid or set apart for payment upon the common stock out of any assets or funds of the Corporation legally available for the payment of dividends; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed prorata to the holders of the common stock in accordance with their respective rights and interests.

**SECOND:** The date of each amendment's adoption: Both were adopted on July 1, 2000.

**THIRD:** Adoption of Amendments: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

SIGNED, this 14<sup>th</sup> day of July, 2000

Phatpads.com Inc.

By: 

Jay K. Hill, President

Attest: 

Shawn S. Revell, Secretary