

P00000044414



ACCOUNT NO. : 072100000032

REFERENCE : 833507 170487A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 43.75

FILED  
00 SEP 18 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 18, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 833507-005

100003395841--3

CUSTOMER NO: 170487A

CUSTOMER: Richard Roy Rossi, Esq  
Law Offices Of Richard Rossi,  
Pmb #305  
265 South Federal Highway  
Deerfield Beach, FL 33441

DOMESTIC AMENDMENT FILING

NAME: UNIVERSAL FACTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

Q. COULLETTE SEP 20 2000

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 18, 2000

CSC

TALLAHASSEE, FL

SUBJECT: UNIVERSAL FACTS, INC.  
Ref. Number: P00000044414

**RESUBMIT**

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submission date as file date.

We have received your document for UNIVERSAL FACTS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

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DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**UNIVERSAL FACTS, INC.**

FILED  
00 SEP 18 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following Articles are amended to read as follows:

**Article III CAPITAL STOCK**

The capital stock of the Corporation shall consist of a total of 100,000,000 shares of Common Stock separated into two classes of Common Stock, as follows:

A total of 50,000,000 shares of Class A Common Stock, par value \$.0001 per share, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under law.

A total of 50,000,000 shares of Class B Common Stock, par value \$.0001, which shall also have the normal rights and preferences, for Common Stock as set forth under law, except such Class shall be non-voting.

In addition, the Corporation shall have the right to issue a total of 50,000,000 shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights, all to the fullest extent permitted by law.

**Article VI BOARD OF DIRECTORS**

The Corporation shall have at least three Directors and the Board of Directors shall have, to the fullest extent permitted by law, subject to any agreements of the Corporation, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least three Directors.

SECOND: The following Articles are added to the Articles of Incorporation:

Article VIII: CONTROL SHARES; AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions, and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify officers and Directors of the Corporation and any and all subsidiaries from any and all claims, obligations, liabilities, and attorneys fees and costs, resulting or arising from action or inaction while performing their duties, in the discretion of the Board of Directors, to the fullest extent permitted by law.

THIRD: The Amendments, including changes and additions, were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval. The Board of Directors also approved the Amendments. The amendments were adopted on 9/15/2000.

Signed this date: 9/15/00

Signature: Mary Ellen Gravelles  
President