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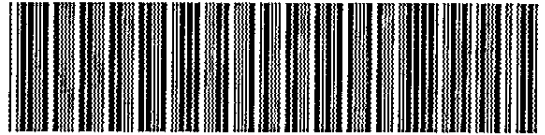
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Amend
(1a) 10/9/03



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10/02/03--01058--003 **35.00

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03 OCT -2 PM 2:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

DAVID S. PIERCEFIELD, P.A.
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September 29, 2003

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


FILED
03 OCT -2 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Ratingsource, Inc.

Dear Sir/Madam:

Enclosed for filing is the original Articles of Amendment for the above-named corporation, along with our check in the amount of \$35.00 to cover the cost of filing. Please stamp the enclosed copy of this letter "received" and return same in the envelope provided. If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,


David S. Piercefield

DSP/ab
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
RATINGSOURCE, INC.

FILED
03 OCT -2 PM 2:55
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of RATINGSOURCE, INC. hereby certifies that on the 15th day of August, 2003, all of the Directors of RATINGSOURCE, INC., by written action in lieu of a special meeting in accordance with the provisions of Sections 607.0821, Florida Statutes, approved a resolution amending Article IV of the Articles of Incorporation of RATINGSOURCE, INC., and that the following is a true and correct copy of said resolutions:

WHEREAS, the Company was incorporated effective August 31, 2000 pursuant to Articles of Incorporation filed with the Secretary of State of Florida on September 8, 2000 (the "Original Articles");

WHEREAS, the Original Articles authorized the issuance of ten million (10,000,000) shares of Preferred Stock, par value \$0.0001 per share to be issued in one or more series from time to time with such designations, rights, preferences and limitations as the Board of Directors determined.

WHEREAS, the Board of Directors has identified, designated and created an initial series or class of such Preferred Stock nominally designated as Class A Convertible Preferred Stock subject to the rights, terms, provisions and limitations set forth below.

WHEREAS, the these Articles of Amendment are filed in accordance with the Original Articles and the provisions of Section 607.0602, Florida Statutes to give notice of said rights, terms, provisions and limitations appurtenant to Class A Convertible Preferred Stock as set forth below.

1. Article IV, Section 2 of the Original Articles be, and they hereby are, amended to include new Subparagraph "a" containing the rights, terms, provisions and limitations of said series/class of Class A Convertible Preferred Stock as follows:
 - a. Class A Convertible Preferred Stock. Shares of Class A Convertible Preferred Stock shall have the following preferences, rights and limitations:
 - (i) in the event of the voluntary or involuntary liquidation, dissolution, distribution of assets (including cash, securities, intangible assets or other property) or winding up of the Company, after payment in full of all amounts due and owing to creditors, if any, the holders of Class A Convertible Preferred Stock shall receive a preferential distribution from the remaining assets of the

Company of cash or other property having a value of thirty-six cents (\$.36) per share (or any such lesser amount as may be available for distribution) before any distribution to the holders of Common Stock or any other class or series of Preferred Stock. Upon the distribution of thirty-six cents (\$.36) per share to the holders of each outstanding share of Class A Convertible Preferred Stock, any remaining assets shall be distributed ratably to the holders of Common Stock and Preferred Stock. Nothing contained herein shall in any way be construed to create a right on the part of the holders of Class A Convertible Preferred Stock to receive preferential dividends, however.

(ii) At any time within ten (10) years of the effective date of this Amendment, the holders of Class A Convertible Preferred Stock may elect to convert all or any portion of their shares of Class A Convertible Preferred Stock into an equal number of shares of Common Stock. Holders of Class A Convertible Preferred Stock seeking to effect conversion, as aforesaid, shall surrender such shares to the Company duly endorsed and accompanied by such additional documentation as the Company shall reasonably require to memorialize said conversion.

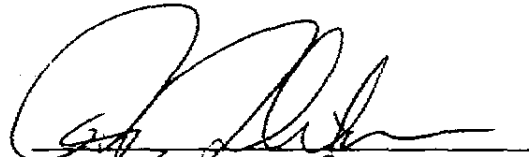

(iii) Except as otherwise provided by law, the holders of Class A Convertible Preferred Stock shall vote on all matters presented to the shareholders of the Company together with the holders of Common Stock and not as a class. With respect to any such vote, each share of Class A Convertible Preferred Stock shall entitle the holder thereof to one (1) vote.

(iv) Any amendment to these Articles of Incorporation creating a class or series of Preferred Stock having a liquidation preference senior to or on parity with the Class A Convertible Preferred Stock shall be effected only upon the affirmative vote of the holders of a majority of the outstanding shares of Class A Convertible Preferred Stock, voting as a class, present and voting at a meeting of shareholders held for such purpose.

(v) Shares of Class A Convertible Preferred Stock shall have no dividend preference except, all dividends declared and/or paid shall be in parity with dividends declared on shares of Common Stock.

2. Except as expressly amended hereby, the terms and provisions of the Original Articles shall remain in full force and effect.


Dated August 15, 2003.


as its President

as its Secretary


STATE OF FLORIDA
COUNTY OF ORANGE

Before me an officer duly authorized in the state and county aforesaid to administer oaths personally appeared Ray Watson and _____, who being duly sworn states: that they are the President and Secretary, respectively of RatingSource, Inc. a corporation duly organized under the laws of the State of Florida, have its principal place of business in Winter Park, Florida, that they have read the forgoing and that the same is true, accurate and complete.

Sworn: 
as its President


as its Secretary

Sworn to and subscribed before me this 25 day of August, 2003 by Ray Watson and _____ who are personally known to me or who have produced Florida Drivers' Licenses, for identification.


Notary
My Commission Expires:

