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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 25, 2001

Division of Corporations
PO Box 6327
Tallahassee, FL 32399

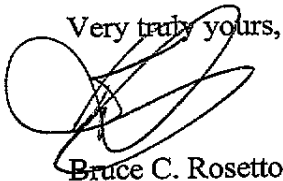
Re: Print Access Security Systems, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of a form to amend the Articles of Incorporation for the above mentioned Company, along with a check in the amount of \$35.00 for payment of filing fees. Upon completion of the filing of this form, please return one copy stamped with the "filed" stamp to this office for our records.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Bruce C. Rosetto

Amend
7-6-01
PMS

Encl.

BCR/mk

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
PRINT ACCESS SECURITY SYSTEMS, INC.**

The undersigned hereby petitions the Secretary of State for approval to amend the Articles of Incorporation, which were originally filed on the 6th day of November, 2000, pursuant to the laws of the State of Florida, Chapter 607.

AUTHORIZED SHARES

Article VIII of the Articles of Incorporation of **Print Access Security Systems, Inc.** is hereby deleted in its entirety and is replaced by the following:

The amount of the total authorized stock of the corporation shall be Fifty Five Million (55,000,000) shares at no par value consisting of 50,000,000 shares of Common Stock as more fully described in Section A below and 5,000,000 shares of Preferred Stock as more fully described in Section B below.

A. Common Stock. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

- (1) **Dividends.** When and as dividends are declared upon the Common Stock, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Common Stock shall be entitled to share equally, share to share, in such dividends.
- (2) **Voting Rights.** Each holder of Common Stock shall be entitled to one vote per share.
- (3) **Liquidation.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to holders of the Preferred Stock of the full amounts to which they shall be entitled as stated and expressed herein or as may be stated and expressed pursuant hereto, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock, to share ratably according to the number of shares of the Common Stock held by them in all remaining assets of the Corporation available for distribution to its shareholders.

B. Preferred Stock. The shares of Preferred Stock may be divided and issued from time to time in one or more series as may be divided and issued from time to time in one or more series as may be designated by the Board of Directors of the Corporation, each such series to be distinctly titled and to consist of the number of shares designated by the Board of Directors. All shares of any one series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon (if any) shall accrue or be

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cumulative (or both). The designations, preferences and relative, participating, optional or other special rights (if any), of any series of Preferred Stock may differ from those of any and all other series at any time outstanding. The Board of Directors of the Corporation is hereby expressly vested with authority to fix by resolution the powers, designations, preferences and relative, participating, optional or other special rights (if any), and the qualifications, limitations or restrictions thereof (if any), of the Preferred Stock and each series thereof which may be designated by the Board of Directors, including, but without limiting the generality of the foregoing, the following:

- (1) The voting rights and powers (if any) of the Preferred Stock and each series thereof;
- (2) The rates and times at which, and the terms and conditions on which, dividends (if any) on the Preferred Stock, and each series thereof, will be paid and any dividend preferences or rights of cumulation;
- (3) The rights (if any) of holders of the Preferred Stock, and each series thereof, to convert the same into, or exchange the same for, shares of other classes (or series of classes) of capital stock of the Corporation and the terms and conditions for such conversion or exchange, including provisions for adjustment of conversion or exchange prices or rates in such events as the Board of Directors shall determine;
- (4) The redemption rights (if any) of the Corporation and of the holders of the Preferred Stock, and each series thereof, and the times at which, and the terms and conditions on which, the Preferred Stock, and each series thereof, may be redeemed; and
- (5) The rights and preferences (if any) of the holders of the Preferred Stock, and each series thereof, upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

C. Other Provisions. No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but any such unissued stock, additional authorized shares of any class or series of stock, may be issued and disposed of pursuant to Resolution of the Board of Directors to such persons, firms, corporations or associations, whether any such persons, firms, corporations or associations are holders or others, and upon such terms as may be deemed advisable by the Board of Directors in exercise of his sole discretion.

Article XI shall be added to the Articles of Incorporation and shall read as follows:

Article XI. The liability of the Board of Directors of the Corporation for monetary damages for breach of fiduciary duty is eliminated to the fullest extent provided by Florida law. The Board of Directors and officers of the Corporation shall be indemnified by the Corporation against any liability to the fullest extent provided by Florida law.

Article XII shall be added to the Articles of Incorporation and shall read as follows:

Article XII. This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation and any amendment thereto, in the manner now or hereafter prescribed by statute, or by this Restated Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

APPROVAL OF AMENDMENT

The foregoing Amendment was adopted by unanimous consent of the Directors and all Shareholders of the Corporation. on 06-07-01.

IN WITNESS WHEREOF, the Corporation has hereunto set its hand and seal on the _____ day of June, 2001, for the sole purpose of amending the Articles of Incorporation.

X RE Henry
PRESIDENT

X RE Henry
SECRETARY