

P00000105627

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Division of Corporations  
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## BASIC AMENDMENT

LIVE IT OR DIET LIFESTYLE SYSTEMS, INC.

Certificate of Status	0
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AMEND  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 4, 2000

LIVE IT OR DIET LIFESTYLE SYSTEMS, INC.  
341 NORTH BIRCH UNIT 117  
FT. LAUDERDALE, FL 33304

SUBJECT: LIVE IT OR DIET LIFESTYLE SYSTEMS, INC.  
REF: P00000105627

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
LIVE IT OR DIET LIFESTYLE SYSTEMS, INC.

The Articles of Incorporation of Live It or Diet Lifestyle Systems, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article IV is deleted in its entirety and substituted by the following:

ARTICLE IV - CAPITAL STOCK

- 4.1 The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 25,000,000 shares of Capital Stock as follows:
- (a) 20,000,000 shares of Class A voting common stock, having a par value of \$.001 per share;
  - (b) 500,000 shares of Class B non-voting common stock, having a par value of \$.001 per share; and
  - (c) 4,500,000 shares shall be designated "blank check" preferred stock to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the Corporation.
- 4.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 4.3 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

The following Article X shall be added:

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ARTICLE X - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The following Article IX shall be added:

ARTICLE IX - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by resolutions of the Board of Directors dated 12/1/00, 2000 and by consent of the shareholders dated 12/1/00, 2000 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of Dec 1, 2000.

Donna Michaels  
Donna Michaels, President/Secretary

STATE OF FLORIDA                     )  
  )SS:  
COUNTY OF BROWARD                )

The foregoing instrument was acknowledged before me this 1 day of Dec, 2000 by Donna Michaels as President and Secretary of Live It or Diet Lifestyle Systems, Inc., a Florida corporation, on behalf of the Corporation. She is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

Notary Public:

sign

Nicole Medina

print

Nicole Medina

State of Florida at Large (Seal)

My Commission Expires:



Nicole Medina  
MY COMMISSION # CC761599 EXPIRES  
February 2, 2005  
BONDED THROUGH FARM INSURANCE, INC.

MEP Recommended Articles

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