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(Requestor's Name)

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(City/State/Zip/Phone #)

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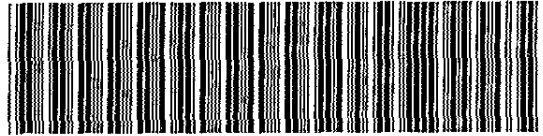
(Business Entity Name)

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G. Ouellette DEC 03 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Inflot Holdings Corp.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- ☒ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
INFLOT HOLDINGS CORP.**

THE UNDERSIGNED, being the Vice President of Infлот Holdings
hereby amend its Articles of Incorporation as follows:

**ARTICLE IV
SHARES**

4.1. Effective December 1, 2003, the capital stock of this corporation shall consist of 200,000,000 shares of common stock, no par value and 10,000,000 shares of preferred stock, no par value.

4.2. Preferred Stock. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, including voting rights, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

**DESIGNATION OF
SERIES A CONVERTIBLE PREFERRED STOCK**

1. Creation of Series A Convertible Preferred Stock. There is hereby created a series of preferred stock consisting of 10,000,000 shares and designated as the Series A Convertible Preferred Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. Dividend Provisions. No dividends shall be paid with respect to the Shares of Series A Convertible Preferred Stock.

3. Redemption Provisions. Shares of the Series A Convertible Preferred Stock are not redeemable.

4. Liquidation Provisions. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series A Convertible Preferred Stock shall be entitled to receive an amount equal to \$0.01 per share. After the full preferential liquidation amount has been paid to, or determined and

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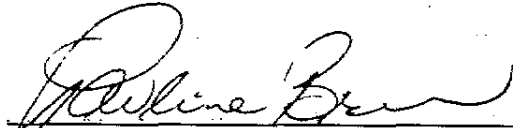
set apart for the Series A Convertible Preferred Stock and all other series of Preferred Stock hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to shareholders shall be distributed ratably to the holders of the common stock. In the event the assets of the Corporation available for distribution to its shareholders are insufficient to pay the full preferential liquidation amount per share required to be paid the Corporation's Series A Convertible Preferred Stock, the entire amount of assets of the Corporation available for distribution to shareholders shall be paid up to their respective full liquidation amounts first to the Series A Convertible Preferred Stock, and then to any other series of Preferred Stock hereafter authorized and issued, all of which amounts shall be distributed ratably among holders of each such series of Preferred Stock, and the common stock shall receive nothing. A reorganization or any other consolidation or merger of the Corporation with or into any other corporation, or any other sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4, and the Series A Convertible Preferred Stock shall be entitled only to (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Florida Business Corporation Act and (iii) the rights contained in other Sections hereof.

5. Conversion Provisions. Each share of Series A Convertible Preferred Stock may be converted into 100 shares of common stock. However, the shares of Series A Convertible Preferred Stock may only be converted upon a majority vote of the holders of the Series A Preferred Stock approving such conversion.

6. Voting Provisions. Except as otherwise expressly provided or required by law, each share of Series A Convertible Preferred Stock shall be entitled to 100 votes per share.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on December 1, 2003 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on December 1, 2003.



Pauline Brown, Vice President of the Corporation

The foregoing instrument was acknowledged before me on December 1, 2003, by Pauline Brown, who is personally known to me.

My commission expires:

