

P010000001977

DAVID M. BOVI, P.A.

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October 8, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

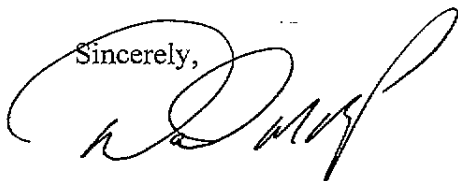
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*****35.00 *****35.00

Re: SMARTCUP INTERNATIONAL, INC.
Document Number P01000001977

Enclosed are the original and one copy of the articles of amendment to articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 812
West Palm Beach, Florida 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 PM 11:54

Amend

V SHEPARD NOV 8 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 16, 2001

DAVID M. BOVI, P.A.
319 CLEMATIS ST., STE. 812
W. PALM BEACH, FL 33401

SUBJECT: SMARTCUP INTERNATIONAL, INC.
Ref. Number: P01000001977

We have received your document for SMARTCUP INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 301A00057228

RECEIVED
01 NOV -5 AM 10:25
DIVISION OF CORPORATIONS

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October 30, 2001

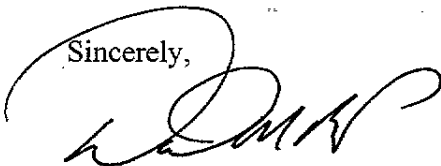
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: SMARTCUP INTERNATIONAL, INC.
Document Number P01000001977

Enclosed are the original and one copy of the articles of amendment to articles of incorporation for the above-named Florida corporation, and Department of State Letter to my office dated October 16, 2001. A check in the amount of \$35.00 was previously sent.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi
David M. Bovi, P.A.
319 Clematis Street, Suite 812
West Palm Beach, Florida 33401

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMARTCUP INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -5 AM 11:54

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

- I. The name of the corporation is SMARTCUP INTERNATIONAL, INC.
- II. The following amendment to the articles of incorporation were adopted and approved by the board of directors on September 26, 2001. The number of votes cast for the amendments were sufficient for approval. Shareholder approval was not required.
 1. Article IV of the original articles of incorporation shall be deleted and replaced with the following:

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 100,000,000 shares of Class A Common Stock, \$0.0001 par value.
2. 1,000,000 shares of Class B Common Stock, \$0.0001 par value. Each share of Class B Common Stock is equal and identical in all respects to each share of Class A Common Stock, except that Class B Common Stock carries super-voting rights. The holders of Class B Common Stock have seventy-six (76) Class A Common Stock votes per share on all matters that holders of Class A Common Stock are entitled to vote on.
3. 10,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.
4. Of these shares of Preferred Stock, 2,000,000 shares shall have the following preferences, limitations and relative rights:
 - A. The designation of the series of preferred stock created herein shall be convertible preferred stock - series A (the "Series A"). The stated value of each share of the Series A shall be \$1.00 par value.

- B. The holders of the shares of the Series A shall be entitled to receive, when, as and if declared by the board of directors and out of assets of the corporation which are legally available for the payment of dividends, an annual fixed dividend equal to \$0.02 per share, which shall be non-cumulative, which shall be set aside and paid before any dividend is set aside or paid upon any shares of any class of the corporation's Common Stock.
- C. The holders of the shares of the Series A shall have the right, at their option, to convert shares of the Series A into shares of the corporation's Class A Common Stock at any time subsequent to the earlier to occur of the following: (i) one day prior to the date the corporation files with the U.S. Securities and Exchange Commission a registration statement promulgated under the Securities Act of 1933, as amended ("Securities Act") in connection with an initial public offering of the corporation's Class A Common Stock; or (ii) on the one year anniversary of the date of issuance of the shares of the Series A. The shares of the Series A, upon surrender, shall be convertible at the office of any transfer agent for the corporation's Class A Common Stock into fully paid and non-assessable shares of the corporation's Class A Common Stock. The number of shares deliverable upon conversion of one (1) share of the Series A shall be one (1).
- D. The shares of the Series A shall have identical voting rights and powers as Class A Common Stock, in that each share of the Series A is entitled to vote the number of votes equal to the number of shares of Class A Common Stock into which such share of the Series A is convertible. Each share of the Series A is entitled to vote one (1) vote per share on all matters relating to matters concerning the Series A, without provision for cumulative voting.
- E. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the holders of shares of the Series A shall be entitled to be paid in full, the par value of their shares before any amount shall be paid to the holders of shares of any class of the corporation's Common Stock. Subsequently, the holders of shares of the Series A shall have identical rights and preferences as the holders of shares of any class of the corporation's Common Stock, except that each share of the Series A shall be entitled to receive and to be paid out of the assets of the corporation available for distribution to its shareholders the ratable amount equal to the number of shares of Class A Common Stock into which such share of the Series A is convertible.

Signed this 6th day of October, 2001.


John Calderaio, Director