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Fax Number : (850) 205-0380

From: Account Name : LAW OFFICE OF L. VAN STILLMAN, P.A.
Account Number : I19990000056
Phone : (561) 330-9903
Fax Number : (561) 330-9116

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BASIC AMENDMENT

PERSONAL PORTALS ONLINE, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PERSONAL PORTALS ONLINE, INC.

DOCUMENT NUMBER: P01000003361

Article III of the articles of incorporation of PERSONAL PORTALS ONLINE, INC. was amended by the corporation's board of directors on July 30, 2002. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is PERSONAL PORTALS ONLINE, INC.
2. Article III of the articles of incorporation of PERSONAL PORTALS ONLINE, INC. was amended as to read as follows:

Article III: Capital Stock

Authorized Shares: The total number of shares of capital stock which the Corporation has the authority to issue is Fifty Five Million (55,000,000) shares. The total number of shares of common stock which the Corporation is authorized to issue is Fifty Million (50,000,000) shares and the par value of each share of such common stock is no par value. The total number of shares of preferred stock which the Corporation is authorized to issue is Five million (5,000,000) shares and the par value of each share of such preferred stock is no par value.

Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series and the distinctive designation of the series;

(b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary

according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this ARTICLE or any resolution adopted by the board of directors pursuant to this ARTICLE.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on July 30, 2002.

4. The foregoing amendment was approved by the shareholders on July 30, 2002. The number of votes cast for the amendment was sufficient for approval.

5. The amendment shall be effective upon filing.

In witness whereof, the undersigned Chairman of this corporation has executed these articles of amendment on July 30, 2002.



William A. Mobley, Jr., Chairman