

P01000024787

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000247642 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

05 OCT 19 AM 8:00

DIVISION OF CORPORATIONS

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

05 OCT 19 PM 4:28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BASIC AMENDMENT

SENTELLIGENCE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment

10/19/2005

10/19/2005 2:05 PM

H050000247642

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SENTELLIGENCE, INC.
Document Number: F01090024787

④

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 19 PM 4:28

Pursuant to Florida Statute Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation and does certify as follows:

1. The name of the corporation is : SENTELLIGENCE, INC.
2. The effective date of these amendments to these Articles of Incorporation shall be the date these Articles of Amendment are filed with the Department of State.
3. The amendments as contained herein were recommended by the Board of Directors, the voting groups entitled to vote on these amendments consist of common stock holders and Class A preferred stockholders. The number of votes cast for the amendments was sufficient for approval by the common stock holders. The number of votes cast for the amendments was sufficient for approval by the Class A preferred stockholders.
4. ARTICLE V is hereby revoked in its entirety and a new ARTICLE V is adopted as follows:

"ARTICLE V

The total authorized capital stock of this Corporation shall consist of Twenty Million (20,000,000) shares of voting Common Stock having a par value of \$.001 each, amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00), Two Hundred Fifty Thousand (250,000) shares of voting Class A Preferred Stock having a par value of \$.01 each, amounting in the aggregate to Two Thousand Five Hundred Dollars (\$2,500.00), One Million (1,000,000) shares of non-voting Class B Preferred Stock having a par value of \$1.00 each, amounting in the aggregate to One Million Dollars (\$ 1,000,000.00), and Five Hundred Thousand Shares of non-voting Class C Preferred Stock having a par value of \$1.00 each, amounting in the aggregate to Five Hundred Thousand Dollars (\$ 500,000.00). All stock when issued shall be fully paid for and shall be nonassessable.

The Board of Directors shall have the authority to deal with the capital stock of the Corporation as herein specified on a contractual basis within the discretion of the Board of Directors, provided, however, that any such contractual arrangements shall not be inconsistent with the relative rights, privileges and restrictions granted to or imposed upon all classes of stock which are as follows:

A. Dividends

In any given fiscal year in which the directors of the Corporation shall declare a dividend out of any funds of the Corporation at the time legally available for the declaration of dividends, the holder(s) of Class A Preferred Stock shall be entitled to a fixed yearly dividend in a percentage amount, which such amount shall be fixed and declared by the directors of the Corporation. When and if such a dividend is declared, the holder(s) of the Class A Preferred Stock shall receive

H050000247642

payment before any dividend shall be set apart or paid on the Common Stock. The dividends in respect to the Class A Preferred Stock shall be noncumulative and shall be nonparticipating.

In any given year in which the directors of the Corporation shall declare a dividend out of any funds of the Corporation at the time legally available for the declaration of dividends, the holders of Class B Preferred Stock shall be paid dividends at the rate of Thirty Percent (30%) per annum of the original purchase price per share. When and if such a dividend is declared, the holder(s) of the Class B Preferred Stock shall receive payment before any dividend shall be set apart or paid on the Class A Preferred Stock. The dividends in respect to the Class B Preferred Stock shall be cumulative and may be participating to the extent as determined by the board of directors. Dividends on the Class B Preferred Stock shall accrue and compound annually.

In any year in which the directors of the Corporation shall declare a dividend out of any funds of the Corporation at the time legally available for the declaration of dividends, the holders of Class C Preferred Stock shall be paid dividends in an amount as specified in, and subject to, an agreement approved by the board of directors and duly executed by all parties thereto, which such agreement establishes the issuance of Class C Preferred Stock. The dividends in respect to the Class C Preferred Stock shall be cumulative and participating and no dividend shall be paid on any other class of stock, preferred or common, that ranks junior to the Class B Preferred Stock with respect to dividends at a rate greater than the rate at which dividends are paid on Class B Preferred Stock. Dividends on the Class B Preferred Stock shall be in preference to dividends paid on the Common Stock in all events.

B. Liquidation

In the event of a liquidation or dissolution of the Corporation, the holder(s) of the Class B Preferred Stock shall be entitled to receive, to the extent that assets and surplus funds shall be legally available for distribution, the par value of those shares plus any accrued but unpaid dividends. Thereafter the holder(s) of the Class C Preferred Stock shall be entitled to receive an amount equal to the par value of those shares plus any accrued but unpaid dividends. Thereafter, the holder(s) of the Class A preferred Stock shall be entitled to receive the par value of those shares in preference to the holders of Common Stock. Any assets remaining shall be distributed ratably to the holders of the Common Stock and the Class B Preferred Stock on a common equivalent basis.

C. Voting

Each holder of Common Stock shall have one vote, per share, in respect of each share of Common Stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters on which stockholders of the Corporation are entitled to vote. Each holder of Class A Preferred Stock shall have One hundred (100) votes, per share, in respect of each share of Class A Preferred Stock held by such holder of record on the books of the Corporation for the election of directors and on all other matters on which stockholders of the Corporation are entitled to vote. The Class B Preferred Stock and the Class C Preferred Stock shall be nonvoting.

D. Conversion Rights

The Class A Preferred Stock is nonconvertible.

The holder(s) of the Class B Preferred Stock shall have the right to convert each share of such stock into one share of Common Stock (subject to contractual antidilution adjustments) at any time. The holder(s) of the Class B Preferred Stock shall also have the right to convert all accrued cumulative dividends into Common Stock at the Price of \$1.00 per share, subject to contractual antidilution adjustments, at any time. Any other rights, limitations, requirements, or

HD50000247642

mechanics in respect to the conversion of Class B Preferred Stock shall be subject to contractual arrangements as duly executed and approved by the board of directors.

The Class C Preferred Stock is nonconvertible.

E. First Lien

The Corporation shall have a first lien upon the shares of any Shareholder for any debt or Liability owing by such Shareholder to the Corporation."


5. ARTICLE X is revoked in its entirety and a new ARTICLE X is adopted as follows:

"ARTICLE X

The board of directors shall have the exclusive authority to grant or determine preemptive rights in respect to the Corporation's shares, of whatever class."

IN WITNESS WHEREOF, these Articles of Amendment were executed on this 14th day of October, 2005.

SENTELLIGENCE, INC.

By: 
William J. Smith, President

HD50000247642