

PD1000038067

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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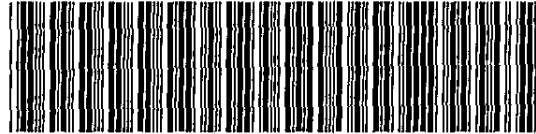
(Business Entity Name)

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DIVISION OF REGISTRATION

04 OCT 12 10:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 OCT 12 AM 11:22

FILED

*Ames D.*  
G. O'Connell  
OCT 12 2004

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Peer Review Mediation And Arbitration, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



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Pick up time

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Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
Peer Review Mediation and Arbitration, Inc.

DESIGNATION OF THE PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF  
CONVERTIBLE PREFERRED STOCK, SERIES II and SERIES III

Pursuant to Sections 607.0601 and 607.0602 of the  
Florida Business Corporation Act

FILED  
04 OCT 12 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I. The name of this Corporation is:  
Peer Review Mediation and Arbitration, Inc.

Article II. The Florida Secretary of State filed the Articles of Incorporation on  
April 16, 2001. Florida File Number: P01000038067.

Article III. Article 4 of the Articles of Incorporation is hereby deleted in its  
entirety and replaced by the following Article 4:

Article 4. This Corporation is authorized to issue FIFTY MILLION  
(50,000,000) shares of Capital Stock as follows:

4.1 *Preferred Stock.* Five Million (5,000,000) shares of Preferred Stock, subject  
to the following designations:

4.1-1. One Million (1,000,000) shares are hereby designated as:

Series I, \$0.001 par value Convertible Preferred Stock  
each share of which shall be exchangeable for three (3) shares of \$0.001 par value  
Common Stock, without any further consideration required and upon such other terms  
and conditions as may be designated by the Board of Directors at or prior to their  
issuance, without further action of the Shareholders.

4.1-2. One Million (1,000,000) shares are hereby designated as:

Series II, \$0.001 par value Convertible Preferred Stock

Each share of Series II Convertible Preferred Stock may be exchanged at any time after one year  
from the date of issuance, without further consideration, for One (1) share of the Issuer's \$0.001  
par value Common Stock. Series II shares are not entitled to any dividends other than as may be  
declared from time to time by the board of directors; any such dividends would not be cumulative  
unless specifically deemed as such when declared by the board. If the board declares cash or  
stock dividends on the Common Stock of the Corporation the shares of Series II Convertible  
Preferred Stock (\$0.001 par value) shall participate as if it had been exchanged for shares of  
Common Stock prior to the declaration of such dividends. Each Series II share has One vote in all  
actions properly brought for a vote by the shareholders. In the event of a partial or full liquidation  
and distribution of assets or pursuant to a voluntary or involuntary dissolution, Series II shares  
take precedence over and are senior to all subsequent issuances of Preferred stock and to all of  
the Common Stock of the Issuer, regardless of when such common shares were issued. Voting  
rights shall be equal to the number of shares of Common Stock into which these Series II shares  
are convertible.

4.1-3. One Million (1,000,000) shares are hereby designated as:

**Series III, \$0.001 par value Convertible Preferred Stock**

Each share of Series III Convertible Preferred Stock may be exchanged at any time after issuance, without further consideration, for One (1) share of the Issuer's \$0.001 par value Common Stock. On the third anniversary of their Issuance Date, all Series III shares shall automatically convert to an equal number of Common shares (\$0.001 par value) without further consideration. Series III shares are not entitled to any dividends other than as may be declared from time to time by the board of directors; any such dividends would not be cumulative unless specifically deemed as such when declared by the board. If the board declares cash or stock dividends on the Common Stock of the Corporation the shares of Series III Convertible Preferred Stock (\$0.001 par value) shall participate as if it had been exchanged for shares of Common Stock prior to the declaration of such dividends. Each Series III share has One vote in all actions properly brought for a vote by the shareholders. In the event of a partial or full liquidation and distribution of assets or pursuant to a voluntary or involuntary dissolution, Series III shares take precedence over and are senior to all subsequent issuances of Preferred stock and to all of the Common Stock of the Issuer, regardless of when such common shares were issued. Voting rights shall be equal to the number of shares of Common Stock into which these Series III shares are convertible.

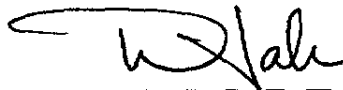
4.1-4. Two Million (2,000,000) shares of no par value Preferred Stock shall remain without designation; which shares may be issued on such terms and conditions as designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

4.2 *Common Stock.* Forty-Five Million (45,000,000) shares of which shall be designated as Common Stock, having the par value of \$0.001 per share.

Unless otherwise designated herein, all shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders.

Article IV. The Board of Directors unanimously adopted the foregoing Amendment on October 8, 2004 and it shall take effect upon the filing hereof by the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 8<sup>th</sup> day of October 2004.



**Willis B. Hale, President**