P01000077812

(Requestor's Name)

[redacted]

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MIA FL 33140

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6B Amd CM
3-24-03

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SiteWorks Inc

(present name)

P0100007812

(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 7: Corporate capitalization

The amount of common shares are authorized by corporate resolution to be increased to 100,000,000. as per attached resolution dated March 18, 2003.

Further the amount of preferred shares are herby increased to 1,000,000.00

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The current common shares (represented by cusip 82981V102) outstanding are , pursuant to corprorate resolution, reversed split in a ratio of 1 to 200 by March 31, 2003 or as soon as practical.

THIRD: The date of each amendment's adoption: March 18, 2003

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
  (voting group)

- ☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18 day of march, 2003.

Signature ______________________
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Carl M Nurse
(Typed or printed name)

CEO
(Title)

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS
AND
WRITTEN CONSENT OF MAJORITY SHAREHOLDER
OF
SITEWORKS, INC (STWK)

Pursuant to the applicable Section of the Florida Business Corporation Act, the undersigned, being the managing director and the majority shareholder of Siteworks, Inc (STWK), a Florida corporation (hereinafter the "Company"), do hereby consent to, approve, and adopt the following resolutions in lieu of a meeting of the Board of Directors and shareholders of the Company:

WHEREAS, on March 14, 2003, the Board of Directors authorized C M Nurse (CMN) as President to negotiate and enter transactions and the transaction of such other business as may be necessary or advisable to facilitate and complete the reorganization of the Company, and to enable it to carry on its contemplated business;

WHEREAS, the majority of the of the Board of Directors has deemed it to be in the best interest of the Company and its shareholders and in order to better raise funds to complete the program of acquisitions , to reverse split its Common Stock on a One (1) for Twenty (200) basis , but no less than 100 shares, (the "Reverse Split") on March 31, 2003 or as soon as practical and subsequently amend the Company's Articles of Incorporation to increase the Company's authorized capital stock to One Hundred One Thousand ($101,000) Dollars consisting of One Hundred Million (100,000,000) shares of the par value of $.001 each and One Million shares of Preferred Stock of the par value of $.001 each (the "Re-capitalization");

WHERAS the Board of Directors and Majority Shareholder has deemed it to be in the best interest of the corporation that all old SiteWorks Inc stock certificates must be returned the Transfer Agent no later than May 31st , 2003 to be exchanged for new certs.

WHEREAS, the sole member of the Board of Directors has deemed it to be in the best interest of the Company and its shareholders, subsequent to the Reverse Split and Re-capitalization of the Company, to designate a Series A Preferred Stock, substantially in the form of the Designation attached hereto as Exhibit A;

WHEREAS, Siteworks, Inc (STWK). has agreed to pay CMN or individuals designated by CMN fees in the amount of $500,000, in cash or stock representative of capital and time invested in the company to date and

WHEREAS, Siteworks Inc has agreed to pay CMN an additional founders equity fee which may be distributed as CMN sees fit, in the form of common shares upon the completion of the Reverse totaling, in the aggregate, 51 % of the authorized common shares of the New Common Stock of the Company ;

NOW, THEREFORE, be it

RESOLVED, that the Articles of Incorporation be, and hereby are, amended pursuant to the General Corporation Law of the State of Florida, as follows:

(a) **ARTICLE IV** is hereby amended to read in its entirety as follows:

"FOURTH: The amount of the total authorized capital stock of the Corporation is One Hundred One Thousand ($101,000) Dollars consisting of One Hundred Million (100,000,000) shares of the par value of $.001 each and One Million shares of Preferred Stock of the par value of $.001 each.

TERMS OF THE PREFERRED STOCK

The shares of Preferred Stock may be issued from time to time in one or more series, in any manner permitted by law, as determined from time to time by the Board of Directors, and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Without limiting the generality of the foregoing, shares in such series shall have such voting powers, full or limited, or no voting powers, and shall have such designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or other special rights, and qualifications, limitations or restrictions thereof, permitted by law, as shall be stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby invested in it. The number of shares of any such series so set forth in such resolution or resolutions may be increased (but not above the total number of authorize shares of Preferred Stock) or decreased (but not below the number of shares thereof then outstanding) by further resolution or resolutions adopted by the Board of Directors pursuant to authority hereby vested in it."

Upon the filing in the Office of the Secretary of the State of Florida of the Certificate of Amendment of the Article of Incorporation whereby this **Article IV** is amended to read as set forth herein, each two hundred (200) shares of Common Stock, of the par value of $.001 (the "Old Common Stock") each, of the Corporation's issued and outstanding Common Stock, immediately prior to the filing of the Certificate of Amendment, shall thereby and thereupon be combined into and shall constitute and represent one (1) validly issued, fully paid and nonassessable share of Common Stock, with a par value of $.001 (the "New Common Stock") each, of the Corporation. No fractional shares will be issued by reason of this amendment. To the extent that this amendment results in any stockholders owning less than one full share of the New Common Stock, all such fractional shares will be rounded up to the nearest full share of the New Common Stock, and be it further

RESOLVED, that the sole member of the Board of Directors call and give notice of a special meeting of the shareholders of the Company for the purpose of voting on the above amendments, unless the Board of Directors shall receive written consent of a majority of shareholders pursuant to the applicable Section of the General Corporation Law of the State of Florida, approving said amendments, and be further

RESOLVED, that an officer of the Company, with and upon filing the Certificate of Amendment of the Articles of Incorporation to effect the Re-Capitalization, attach the Designation of the Series A Preferred Stock, and be it further

RESOLVED, that an officer of the Company is hereby authorized, empowered and directed, in the name of the Company, to execute the RealTime Exchange upon satisfying the various terms and conditions as set forth in the above stated resolutions and the terms and conditions of the RealTime Exchange Agreement, and be it further

RESOLVED, that an officers of the Company, be and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, certify, deliver, file and record such documents and instruments and to take such action as may be necessary to carry out the intent and purposes of the foregoing resolutions, the execution, certification, delivery, filing and recording of any such documents and instruments and the taking of such action to be conclusive evidence of the authority thereof;

IN WITNESS WHEREOF, the undersigned have executed this consent as of March 18, 2003.

____
Carl Nurse, Director

The undersigned, being the majority shareholder of Siteworks, Inc (STWK). hereby consents to the adoption of the foregoing resolutions as of the __18 day of March 18, 2003.

____
Carl Nurse, Majority Shareholder