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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
GLOBAL ROAMING DISTRIBUTION, INC.

Pursuant to the provisions of Section 607.1006, Title XXXVI of the Florida Statutes, Global Roaming Distribution, Inc., a Florida Profit Corporation (the "Corporation"), adopts the following amendment to its Articles of Incorporation:

CORPORATE NAME: Global Roaming Distribution, Inc.

AMENDMENT(S) ADOPTED:

ARTICLE III – CAPITAL STOCK which appears in the Corporation's Articles of Incorporation, as amended, is hereby amended to set forth the designations, preferences, limitations, and relative rights of the Corporation's Preferred Stock as follows:

2.1 Designation of Series A Preferred Stock. The Corporation shall be authorized to issue Eight Million (8,000,000) shares of Series A Convertible Preferred Stock, par value \$.0001 per share (the "Series A Preferred Stock").

2.2 Stated Value. Each share of Series A Preferred Stock shall have a stated value of \$0.375 (the "Stated Value").

2.3 Liquidation.

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of Series A Preferred Stock shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the Stated Value. All preferential amounts to be paid to the holders of Series A Preferred Stock in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly provide that the holders of Series A Preferred Stock should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Corporation's Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding shares of Series A Preferred Stock (or the holders of any class or series of capital stock ranking on a parity with the Series A Preferred Stock as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

(b) Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Corporation.

2.4 Voting. Except as otherwise expressly required by law, each holder of Preferred Stock shall be entitled to vote on all matters submitted to shareholders of the Corporation and shall be entitled to ten (10) votes for each share of Series A Preferred Stock owned at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise required by law, the holders

of shares of Series A Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

2.5 Conversion.

(a) Conversion Right. Upon the occurrence of (i) Cubic attaining US\$30 million in annual sales; and (ii) GRI or Cubic (or any of their designees) investing \$1 million into the Corporation for research and development of related business technology, the Series A Preferred Stock each holder of Series A Preferred Stock may, from time to time, convert any or all of such holder's shares of Preferred Stock into fully paid and nonassessable shares of Common Stock in an amount equal to ten (10) shares of Common Stock for each share of Series A Preferred Stock surrendered.

(b) Conversion Procedure. In order to exercise the conversion privilege under Section 2.5(a), the holder of any shares of Series A Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series A Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice. At such time as the certificate or certificates representing the Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 2.5(a). In case of conversion under Section 2.5(a) of only a part of the shares of Series A Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series A Preferred Stock which have not been converted. Until such time as the certificate or certificates representing Series A Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series A Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series A Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series A Preferred Stock have been converted. The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series A Preferred Stock.

2.6 Other Provisions.

(a) Reservation of Common Stock. The Corporation shall at all times reserve from its authorized Common Stock a sufficient number of shares to provide for conversion of all Series A Preferred Stock from time to time outstanding.

(b) Record Holders. The Corporation and its transfer agent, if any, for the Series A Preferred Stock may deem and treat the record holder of any shares of Series A Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

2.7 Restriction and Limitations. Except as expressly provided herein or as required by law so long as any shares of Series A Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series A Preferred Stock, take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series A Preferred Stock, including without limitation:

- (a) Reduce the amount payable to the holders of Series A Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Series A Preferred Stock to the rights upon liquidation of the holders of any other capital stock in the Corporation;
- (b) Cancel or modify adversely and materially the voting rights as provided in Section 2.4 herein; or
- (c) Take any action which would result in the change of control of fifty percent (50%) or more of the ownership of the Corporation."

The date of each amendment(s) adoption: January 29, 2008.

Effective Date: Upon filing of these Articles of Amendment.

Adoption of Amendment(s): The amendment(s) of the articles of incorporation herein certified have been duly adopted by the unanimous written consent of the Corporation's Board of Directors. Pursuant to the provisions of Section 607.0602, Title XXXVI of the Florida Statutes, no shareholder action for the amendment(s) were required.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate of Amendment of the Corporation's Articles of Incorporation, as amended, to be signed by Yakov Sarousi, its Chief Executive Officer, this 29th day of January, 2008.

GLOBAL ROAMING DISTRIBUTION, INC.

By:


Yakov Sarousi, Chief Executive Officer

**WRITTEN CONSENT
IN LIEU OF FORMAL ACTION BY THE BOARD OF DIRECTORS OF
GLOBAL ROAMING DISTRIBUTION, INC.**

The undersigned, being all of the members of the Board of Directors of Global Roaming Distribution, Inc., a Florida Corporation (the "Corporation" or the "Company"), hereby execute this written consent to action in accordance with Chapter 607.0205, Title XXXVI of the Florida Statutes. The undersigned Directors hereby waive the relevant sections of the Florida Statutes, and of the Company's Bylaws, all requirements of notice, including notice of purpose, whether contained therein, effective as of January 29, 2008, do hereby adopt the following resolutions:

WHEREAS, the Company desires to enter into a Share Exchange Agreement (the "Agreement") with Global Roaming, Inc. ("GRI") to purchase 2,000,000 shares of the common stock of Cubic Telecom owned by GRI (the "Cubic Shares") in exchange for 8,000,000 shares of the Company's Series A Convertible Preferred Stock;

WHEREAS, the Board of Directors of the Company is authorized within the limitations and restrictions stated in the Articles of Incorporation, as amended, of the Company, to provide by resolution or resolutions for the issuance of 50,000,000 shares of Preferred Stock, par value \$.0001 per share, of the Company, in such series and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions as the Company's Board of Directors shall fix;

WHEREAS, the Board of Directors deems it advisable and in the best interest of the Company, pursuant to its aforesaid authority, to authorize and fix the terms of Preferred Stock;

NOW, THEREFORE, BE IT RESOLVED, that the Company approve the Agreement to purchase the Cubic Shares in exchange for the designation and issuance of 8,000,000 shares of Series A Convertible Preferred Stock of the Company having the rights and preferences as set forth below;

RESOLVED, that the Company's Articles of Incorporation, as amended, shall be amended as follows:

2.1 **Designation of Series A Preferred Stock.** The Corporation shall be authorized to issue Eight Million (8,000,000) shares of Series A Convertible Preferred Stock, par value \$.0001 per share (the "Series A Preferred Stock").

2.2 **Stated Value.** Each share of Series A Preferred Stock shall have a stated value of \$0.375 (the "Stated Value").

2.3 **Liquidation.**

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of Series A Preferred Stock shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the Stated Value. All preferential amounts to be paid to the holders of Series A Preferred Stock in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly provide that the holders of Series A Preferred Stock should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Corporation's Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding shares of Series A Preferred Stock (or the holders of any class or series of capital stock ranking on a parity with the Series A Preferred Stock as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

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IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 29th day of January 2008.

DIRECTORS:


Yakov Sarousi


Jenny Collicott


Michael Thaler