

201000110987

ACCOUNT NO. : 072100000032

REFERENCE : 555692 7174394

AUTHORIZATION :

COST LIMIT : \$ 43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 30 PM 3:00

FILED

ORDER DATE : April 30, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 555692-005

CUSTOMER NO: 7174394

200005391092--8

CUSTOMER: Michelle Kramish Kain, Esq
Michelle Kramish Kain, P.a.
Suite 100
750 Southeast Third Avenue
Fort Lauderdale, FL 33316

DOMESTIC AMENDMENT FILING

NAME: SURFSTOP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156
EXAMINER'S INITIALS:

RECEIVED

AdR
4/30/02

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SURFSTOP, INC.

FILED
02 APR 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of SurfStop, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

Article III is deleted in its entirety and substituted with the following:

ARTICLE III- CAPITAL STOCK

III.1. The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall consist of 120,000,000 shares of Capital Stock as follows:

- (a) 100,000,000 shares of Class "A" common stock, having a par value of \$.001 per share, all of which shall be voting shares, except that such Class "A" shares shall have no right to vote in the election of a majority of the directors of the entire Board of Directors less one director, the right to elect such majority of directors less one director is the exclusive right of the holders of the Class "B" shares as provided is (b) below;
- (b) 1,000 shares of Class "B" common stock, having a par value of \$.001 per share, the holder(s) of such issued and outstanding Class "B" shares shall have the exclusive right to elect a majority of the directors of the entire Board of Directors less one director and, in addition, the Class "B" shares shall be voting shares, and the holders thereof shall be entitled to vote on all matters as may come before the shareholders of the Corporation, including, but not limited to the election of any directors not designated by the holder of such Class "B" shares as set forth herein.
- (c) 20,000,000 shares shall be designated "blank check" preferred stock, having a par value of \$.001 per share, to be issued with such rights, designations, preferences and other terms and conditions as may be determined by the Corporation's Board of Directors, from time to time and at any time, in their sole discretion, without any further action by the shareholders of the Corporation.

Article VI is deleted in its entirety and substituted by the following:

ARTICLE VII - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

A new Article X is included as follows:

ARTICLE X - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by resolutions of the Board of Directors dated April 18, 2002 and by consent of the shareholders dated April 18, 2002 representing a majority of the Corporation's shares issued and outstanding which voted in favor thereof and which number of votes cast for the amendment by the shareholders was sufficient for approval, all pursuant to Sections 607.0704 and 607.0821.

Dated as of April 19, 2002.



Jeffrey R. Chaskin, CEO

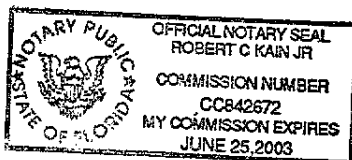
STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)


The foregoing instrument was acknowledged before me this 28 day of April, 2002 by Jeffrey R. Chaskin as CEO of SurfStop, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced _____ as identification and did take an oath.

Notary Public:

sign

print





Robert C. Kain Jr.
State of Florida at Large (Seal)
My Commission Expires: