

Division Corporations

Page 1 of 1

P03000000129

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN**MEDIRECT LATINO INC.**

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MEDIRECT LATINO, INC.
Document Number: P03000000129

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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: The following Articles are being amended:

- Article IV: (a) The total number of capital stock which this Corporation is authorized to issue is 59,000,000 shares, of which:
- (i) 55,000,000 shares shall be designated as Common Stock, of which:
- (A) 50,000,000 shares shall be Common Stock, par value of \$.0001 per share; and
- (B) 5,000,000 shares shall be designated as Class A Common Stock, par value of \$.0001 per share. The Class A Common shares entitle the holder to ten (10) votes per share on all matters brought before the Board. The Class A Common shares shall have no market value and are intended through their issuance to insure the continuity of management.
- (ii) 4,000,000 shares shall be designated as Preferred Stock, and shall have a par value of \$.0001 per share, which consists of 1,000,000 shares of Series A Cumulative Preferred Stock (the "Series A Preferred Stock") and 2,000,000 shares of Series B Convertible Preferred Stock and 1,000,000 shares of Series C Convertible Preferred Stock which consist of:
- (A) 2,000,000 shares shall be designated as Series B Convertible Preferred Stock which shall have preference over common shares in the event of liquidation or winding up of the affairs of the Corporation. The Preferred B shares pay a 12% annual dividend and may be converted into shares of the Corporation's common stock on a one for one basis at the time of conversion.
- (B) 1,000,000 shares shall be designated as Series C Convertible Preferred Stock which shall have preference over common shares in the event of liquidation or winding up of the affairs of the Corporation. The Preferred C shares pay a 6% annual dividend and may be converted into shares of the Corporation's common stock on a one for one basis at the time of conversion.

(the remainder of Article IV remains the same)

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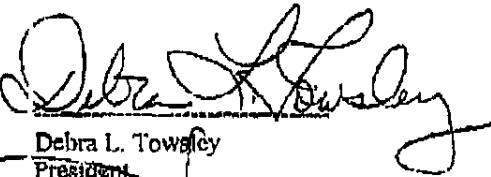
SECOND: Adoption of Amendments (Check One):

- ☒ The amendments were approved by the shareholders. The number of votes cast for amendments were sufficient for approval.
- ☐ The amendments 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 amendment(s) was/were sufficient for approval by _____ (voting group)."
- ☐ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

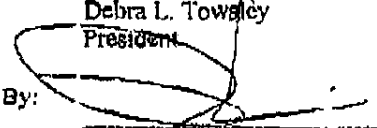
The adoption date is October 6, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 6th day of October, 2006.

By:


Debra L. Towseley
President

By:


Raymond Talarico
Co-Chairman, Executive Vice-President

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