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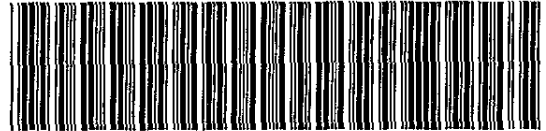
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# JACKSON L. MORRIS

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Attorney at Law

Admitted in Florida, Georgia and The District of Columbia

May 19, 2003

By Express U.S. Mail or Overnight Courier

Division of Corporations  
Department of State - Florida  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Red Spider Technologies, Inc.  
a Florida for profit corporation  
Articles of Amendment

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment for the above-referenced new, for profit corporation and a client check for the filing fee in the amount of \$35. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me.

Very truly yours,

**Jackson L. Morris**

Jackson L. Morris  
(signed in computer for electronic delivery to client)

Enclosures

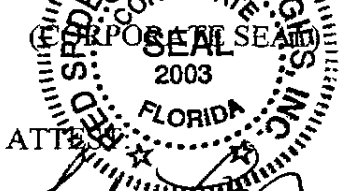
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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
RED SPIDER TECHNOLOGIES, INC.

Pursuant to the provisions of §607.0602, Fla. Stat., the Florida Business Corporation Act, Red Spider Technologies, Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is Red Spider Technologies, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on May 19, 2003 by the sole director of the Corporation, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0821, Fla. Stat.
3. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended to add a subsection (1) to Section (b), as follows:
  - (1) Out of the Ten Million (10,000,000) Shares of authorized preferred stock of the Corporation ~~Four~~<sup>SIX</sup> Hundred Thousand (600,000) Shares shall be identified as Class A Convertible Preferred Stock, each share of which shall be entitled to five votes on all matters submitted to the holders of the common stock for approval, voting together with the common stock as a single class and not separately, shall be convertible at the election of the holder into five shares of common stock unless and until the Corporation has a public market for its common stock in which event the preferred shares shall automatically be converted into common shares, shall be entitled to receive dividends only when and as declared on, and not in preference to, the common stock and then in an amount equal to five times the amount applicable to the common stock as if the preferred stock had been then converted into common stock and shall not be entitled to participate in any distribution of the Corporation's assets upon winding up of its affairs until such time as each holder of common stock shall have received a distribution at least equal to greatest amount paid by any such common stockholder for shares purchased for cash from the corporation.

IN WITNESS WHEREOF, the undersigned, President of Red Spider Technologies, Inc., has executed the within Articles of Amendment this 19th day of May, 2003 and caused said Articles of Amendment to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.



Jackson L. Morris, Secretary

Red Spider Technologies, Inc.

By:

J. Stuart Grant, President