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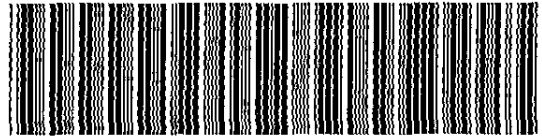
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G. Ouellette DEC 08 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 348686 7409108

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 35.00

ORDER DATE : December 5, 2003

ORDER TIME : 9:42 AM

ORDER NO. : 348686-005

CUSTOMER NO: 7409108

CUSTOMER: Mr. Douglas Bowdoin
Douglas Bowdoin, P.a.
Suite 800
255 South Orange Avenue
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: BUKITA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BUKITA, INC.**

FILED
03 DEC -8 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bukita, Inc., a Florida corporation, hereby amends its Articles of Incorporation and does hereby certify:

1. The name of this corporation is Bukita, Inc.
2. Article IV of the Articles of Incorporation is amended by the deletion of the entire article and in lieu thereof is substituted the following:

"Article III - Capital Stock

The total number of shares of stock of all classes which the Corporation shall have authority to issue is 3,000,000 shares, of which 2,000,000 shares shall be common stock (hereinafter called "Common Stock"), and 1,000,000 shares shall be preferred stock (hereinafter called "Preferred Stock").

The designations and the powers, preferences, and rights, and the qualifications, limitations, or restrictions thereof of the shares of each class are as follows:

Common Stock

The Common Stock may be issued from time to time upon the resolution or resolutions providing for the issue of such shares adopted by the board of directors. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on all matters submitted to the shareholders.

Preferred Stock

(a) Issuance and Voting. The Preferred Stock may be issued from time to time upon the resolution or resolutions providing for the issue of such shares adopted by the board of directors. Preferred Stock shall not vote on any matters submitted to the shareholders.

(b) Cumulative Preferred Dividends. Each Preferred Stock share shall entitle the holder thereof to receive, when, as, and if declared by the board of directors, out of funds legally available therefor, a cumulative dividend at the rate of 5 percent per annum of the Liquidation Preference (defined below) amount of such share, payable annually, in preference to and in priority over any dividend on the Common Stock shares for such year. If less than the full preferential dividend is paid to the holders of Preferred Stock shares in any calendar year, the unpaid amount shall cumulate and add to the preferential dividends in any subsequent year, whether or not the earnings of the Corporation were sufficient to cover the preferential dividend in the year in which it was not fully paid. No dividends may be paid on the Common Stock shares until all

7 dividends accrued on all Preferred Stock shares have been paid for the current and all prior dividend periods.

(c) Participation in Dividends with Common Stocks. After the payment of dividends due to the holders of Preferred Stock in any calendar year, including all preferred dividends not paid in prior years, the remainder of the funds legally available for payment of dividends shall, when, as, and if declared as a dividend by the board of directors, be distributed ratably as dividends among the holders of the Common Stock shares and the holders of Preferred Stock shares, with dividends paid per share being equal without regard to the class of each share.

(d) Liquidation Preference. In the event of a liquidation, dissolution, or winding up of the Corporation, each share of Preferred Stock shall entitle the holder thereof to receive out of the assets of the Corporation, in preference to and in priority over any such distribution upon the Common Stock of the Corporation, an amount equal to ten cents (\$0.10) per share, together with the amount, if any, of all unpaid cumulative dividends under section (b) with respect to such share (the "Liquidation Preference"). If the assets of the Corporation are not sufficient to pay such amounts in full to the holders of Preferred Stock, then the holders of Preferred Stock shall share ratably in any such distribution of assets in accordance with the amounts which would be payable on such distribution if the amounts to which the holders of Preferred Stock are entitled were paid in full. If assets of the Corporation are available for distribution to shareholders in the event of a liquidation, dissolution, or winding up of the Corporation and the holders of Preferred Stock have received the entire amount to which they are entitled to receive under the first sentence of this section, then the holders of Common Stock shall share ratably in the distribution of all of the remaining assets in accordance with the number of shares of Common Stock held by each of them.

(e) Mergers and Certain Other Transactions. In case of the consolidation or merger of the Corporation with and into another corporation or the conveyance of all or substantially all of the assets of the Corporation to another corporation, each holder of shares of Preferred Stock shall at the time of such consolidation, merger, or conveyance, be entitled to either (A) elect to convert each of his or her shares of Preferred Stock into one share of Common Stock deliverable to such holder upon conversion in which case such conversion shall be deemed to have occurred immediately prior to such consolidation, merger, or conveyance, or (B) elect to deem such transaction a liquidation in which case the Corporation shall, with respect to the shares of Preferred Stock held by such stockholder, at the time of such transaction distribute to such holder out of the assets of the Corporation an amount equal to the Liquidation Preference such holder would have received if the Corporation were liquidated at the time of such transaction.

(f) Conversion Procedure. In order to convert shares of Preferred Stock into Common Stock pursuant to section (e), the holder of shares of the Preferred Stock shall provide the Conversion Notice to the Corporation and shall at the same time surrender to the Corporation the certificate or certificates therefor, duly endorsed or

assigned to the Corporation or in blank. As promptly as practical on or after the date the certificates are presented, the Corporation shall issue and shall deliver a certificate or certificates for the number of full shares of Common Stock issuable upon such conversion, together with a payment in lieu of any fraction of a share, as hereinafter provided, to the person or persons entitled to receive the same. The Corporation will pay any and all documentary, stamp, or similar taxes that may be payable with respect to the issue or delivery of shares of Common Stock upon conversion. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in name other than that in which the shares of the Preferred Stock so converted were registered. After the Conversion Notice is provided and the certificate or certificates for the shares of Preferred Stock are surrendered, the holders of such shares shall cease to be stockholders with respect to such shares, shall not thereafter be entitled to any unpaid preferential dividend with respect to such shares unless and to the extent a dividend with respect to such shares has previously been duly authorized by the board of directors and the record date for determining shareholders entitled to receive such dividend occurred prior to the delivery of the Conversion Notice and certificate for such shares, and shall have no interest in or claims against the Corporation by virtue of their having held such shares except the right to receive the certificates for the shares of Common Stock to be issued in exchange for the certificates for such shares.

(g) Reserve Required. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of effecting the conversion of the shares of Preferred Stock, the full number of shares of Common Stock then deliverable upon the conversion of all shares of the Preferred Stock then outstanding.

(h) Adjustments. In case the Corporation shall (i) pay a dividend on Common Stock in Common Stock, or (ii) subdivide its outstanding shares of Common Stock into a greater number of shares of Common Stock, the Conversion Ratio shall be proportionately increased and, conversely, in case outstanding shares of Common Stock shall be combined into a smaller number of shares of Common Stock, the Conversion Ratio shall be proportionately decreased; all so that the number of shares issued upon conversion of each Preferred Stock share shall be equivalent to 2 shares of Common Stock as if such increase or decrease did not occur. Such reductions or increases, as the case may be, shall become effective upon the opening of the business on the day following the day upon which such subdivision or combination becomes effective."

3. The aforesaid amendment was unanimously approved and adopted by the Corporation's board of directors on December 4, 2003, in accordance with the applicable provisions of Section 607.1003 of the Florida Business Corporation Act. The Corporation had only one class of common stock at the time this amendment was adopted. The aforesaid amendment was unanimously approved and adopted by the

holders of all of the Corporation's outstanding common stock shares on December 4, 2003.

4. Except as amended hereby, the original Articles of Incorporation shall remain the same.

IN WITNESS WHEREOF, the President of Bukita, Inc., has signed these Articles of Amendment this 5th day of December, 2003.

BUKITA INC.

By



Lisa Randall, as its Vice President

db:ctb:bukita/articles amend