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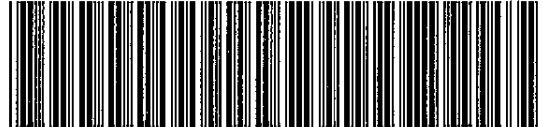
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/8/03  
Amend  
of

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE FL 32314

**SUBJECT: 3 DOT UNLIMITED, INC**  
AMENDMENT OF ARTICLES

ENCLOSED FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF  
AMENDMENT OF INCORPORATION AND OUR CHECK FOR 52.50

Raymond L Holmes  
NAME

345 W Monitor Ave  
ADDRESS

ORLANDO, FL 32835  
CITY STATE, ZIP

407-292-6621  
PHONE

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03 AUG 28 PM 12:42

DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
3 DOT UNLIMITED, INC.**

**DOCUMENT P03000091071**

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**FIRST: AMENDMENT ADOPTED**

**ARTICLE IV**

THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS

1,000,000 (ONE MILLION) SHARES OF COMMON STOCK AT A PAR VALUE OF  
\$.10

5,000,000(FIVE MILLION) SHARES OF PREFERRED RESTRICTED STOCK WITH  
NO INITIAL PAR VALUE.

SHARES OF RESTRICTED PREFERRED STOCK SHALL BE ISSUED, DATED  
AND REDEMPTION RIGHTS OF CORPORATION CLEARLY STATED AT TIME  
OF ISSUE ON EACH CERTIFICATE. PREFERRED STOCK WILL BE ISSUED  
CLEARLY TO RAISE CAPITAL. PREFERRED STOCK WILL HAVE NO VOTING  
RIGHTS.

**SECOND:**

**ARTICLE VIII  
TERM OF EXISTENCE**

ARTICLE VIII IS ADDED

THIS CORPORATION SHALL EXIST PERPETUALLY.

**THIRD:**

**ARTICLE IX  
BOARD OF DIRECTORS**

ARTICLE IX IS ADDED

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER  
OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME  
BY BYLAWS ADOPTED BY THE SHAREHOLDERS, BUT SHALL NEVER BE  
LESS THAN ONE.

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**FOURTH:**

**ARTICLE X  
AMENDMENT OF ARTICLES**

ARTICLE X IS ADDED

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED TO THEM BY THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT OF THESE ARTICLES OF INCORPORATION TO BE MADE.

**FIFTH:**

**ARTICLE XI  
BEGINNING CAPITAL**

ARTICLE XI IS ADDED

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00

**SIXTH:**

**ARTICLE XII  
INDEMNIFICATION**

ARTICLE XII IS ADDED

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE INDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVISE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

SEVENTH:

ARTICLE XIII  
COMPENSATION

ARTICLE XIII IS ADDED

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYEES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY A VOTE OF THE STOCKHOLDERS.

**EIGHTH:** THE DATE OF EACH AMENDMENTS ADOPTION SHALL BE AUGUST 21, 2003

**NINTH** THE ADOPTION OF THESE AMENDMENTS TO 3 DOT UNLIMITED, INC. WERE APPROVED THIS AUGUST 21, 2003 BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 21<sup>ST</sup> DAY OF AUGUST 2003

SIGNATURE  
PRESIDENT

*Raymond L. Holmes*