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BASIC AMENDMENT

NEXTREAM FINANCIAL EXCHANGE, INC.

Certificate of Status	1
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Amendment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NEXTREAM FINANCIAL EXCHANGE, INC.

NEXTREAM FINANCIAL EXCHANGE, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is NEXTREAM FINANCIAL EXCHANGE, INC. The date of filing of its original Articles of Incorporation with the Secretary of State was January 29, 2004.

2. Pursuant to and in accordance with Sections 607.1003, 607.1004 and 607.1006, Florida Statutes, these Articles of Amendment to Articles of Incorporation amend certain provisions of the Articles of Incorporation of this Corporation. These Articles of Amendment to Articles of Incorporation were authorized, approved, and ratified by the Board of Directors and the Stockholders of the Corporation in accordance with Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act.

3. Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

"Article IV

The total number of shares of all classes and series of stock that the Corporation shall have the authority to issue is 20,000,000 shares, which shall consist of 10,000,000 shares of Common Stock, \$0.01 par value per share, and 10,000,000 shares of Preferred Stock, \$0.01 par value per share.

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock.

A. Common Stock

(1) Classes. Except as otherwise provided in this Article IV, each of such Common Stock shall have the same powers, privileges and rights, and qualifications, limitations or restrictions thereof, as each other class of Common Stock. Each share of each class of Common Stock shall represent the same percentage of equity interest in the Corporation as a share of each other class of Common Stock.

(2) Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock. The Corporation shall not effect a combination or subdivision of any class of Common Stock or declare a

dividend or distribution with respect to any class of Common Stock unless it effects a similar combination or subdivision of, or declares a similar dividend or distribution with respect to, all other classes of Common Stock such that (i) in the case of either (a) a combination or subdivision or (b) a dividend or distribution payable in Common Stock, the number of outstanding shares of each class of Common Stock after giving effect to such combination, subdivision or Common Stock dividend or distribution are in the same proportions to one another as they were immediately prior to such combination, subdivision, dividend or distribution and (ii) in the case of a dividend or distribution other than a dividend or distribution payable in Common Stock, all shares of Common Stock will receive an equivalent dividend or distribution. In addition, the Corporation shall not effect a reclassification of any class of Common Stock without effecting an equivalent reclassification of all other classes of Common Stock.

(3) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its Stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

(4) Voting.

(a) The holders of Common Stock are entitled to one vote for each share held at all meetings of Stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

(b) Subject to the provisions set forth in this Subsection (4) and except as otherwise provided by law, the holders of each class of Common Stock shall vote on any issue (as to which they are submitted and are permitted to vote on) together as a single class.

(c) The holders of record of the shares of Common Stock exclusively as a separate class shall be entitled to elect all directors of the Corporation. At any meeting held for the purpose of electing directors, the presence in person or by proxy of the holders of a majority of the shares of the Common Stock shall constitute a quorum of the Common Stock for the purpose of electing directors by holders of the Common Stock. A vacancy in any directorship filled by the holders of the Common Stock shall be filled only by vote or written consent in lieu of a meeting of the holders of the Common Stock or by any remaining director elected by the holders of the Common Stock pursuant to this subsection. The voting rights of the Common Stock set forth in this subsection may not be amended, altered or repealed without the written consent or affirmative vote of the holders of a majority of the then outstanding shares of Common Stock. A legend regarding the voting rights set forth in this subsection shall be placed on each share of Common Stock issued by the Corporation.

(d) The rights of the holders of the Common Stock under subsection (iii) shall terminate and become null and void and be of no further force or effect on the first to occur of: (i) the merger or consolidation of the Corporation, if the Corporation shall not be the surviving entity, (ii) the sale of all or substantially all of the business and assets of the Corporation in a single transaction or a series of related transactions, or (iii) the dissolution of the Corporation.

B. Preferred Stock

(1) Authorization of Board of Directors. Subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, the Board of Directors may issue the Preferred Stock from time to time in one or more series, each of such series to have such voting rights and powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations, conditions or restrictions thereof, as the Board of Directors may designate by an amendment to these Articles of Incorporation by resolutions or written action duly adopted without shareholder action and shareholder action shall not be required. The Board of Directors is also expressly authorized to increase (but not above the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(2) Designation of Series A Convertible Non-Voting Preferred Stock. One series of Preferred Stock shall be designated as the Series A Convertible Non-Voting Preferred Stock, \$0.01 par value per share, of which 1,000,000 shares shall be authorized (such series shall be referred to hereafter as the "Series A Preferred Stock"). The Series A Preferred Stock shall have the rights, limitations, preferences, qualifications and restrictions described below.

(a) Classes. Except as otherwise provided in this Article IV, each of the Series A Preferred Stock shall have the same powers, privileges and rights, and qualifications, limitations or restrictions thereof, as each other class of Preferred Stock. Each share of Series A Preferred Stock shall represent the same percentage of equity interest in the Corporation as a share of each other class of Preferred Stock.

(b) Dividends. The holders of the Series A Preferred Stock shall be entitled to receive out of funds legally available therefore, cumulative dividends (the "Series A Preferred Dividends") upon the occurrence of any of the following events: (i) the consolidation, merger or other business combination of the Corporation with or into another entity or entities for cash or securities, whether or not the Corporation is the entity surviving such transaction, if, immediately after giving effect to such transaction (and all other transactions related thereto or contemplated thereby), the Stockholders of the Corporation immediately prior to such transaction do not own, directly or indirectly, securities representing more than 50% of the outstanding voting power of, and economic interests in, the surviving entity; (ii) the sale or transfer by the Corporation of all or substantially all of its assets (determined on a consolidated basis) for cash or securities; (iii) the consummation of the initial public offering of equity securities of the Corporation; or (iv) any liquidation, dissolution or winding up of the Corporation (any such event, a "Sale Event"). No dividends shall be paid on any Common Stock or any Preferred Stock (other than the Series A Preferred Stock) of the Corporation during any fiscal year of the Corporation until all accrued and unpaid Series A Preferred Dividends shall have been paid. In addition, to the extent that the Corporation makes or issues any dividend or distribution to the holders of the Common Stock, such dividends shall also be payable to the holders of the Series A Preferred Stock, in such

amounts as such holders of the Series A Preferred Stock would be entitled to receive if the shares of Series A Preferred Stock had been converted to Common Stock in accordance with the provisions of Subsection (e) hereof (hereinafter referred to as, an "as-converted basis").

(c) Liquidation.

(i) Liquidation Preference. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary:

(A) The holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, a sum equal to (a) the amount of \$4.75, as such amount shall be equitably adjusted in the event of any stock dividend split, combination, reclassification or other similar event (the "Series A Preferred Issuance Price"), multiplied by the number of shares of Series A Preferred Stock held by such holders and (b) the amount of any accrued and unpaid Series A Preferred Dividends (such sum, the "Series A Preferred Liquidation Preference"). If upon occurrence of such event, the assets and funds available for distribution among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock.

(B) After payment of the Series A Preferred Liquidation Preference, any and all remaining assets available for distribution to the Stockholders shall be distributed to the holders of the Preferred Stock (other than Series A Preferred Stock) and Common Stock on a pro rata, as-converted basis.

(ii) Merger or Sale. For purposes of this Subsection (c), each of (i) the consolidation, merger or other business combination of the Corporation with or into another entity or entities (through any single transaction or series of related transactions) for cash or securities, whether or not the Corporation is the entity surviving such transaction, if, immediately after giving effect to such transaction (and all other transactions related thereto or contemplated thereby), the Stockholders of the Corporation immediately prior to such transaction do not own, directly or indirectly, securities representing more than 50% of the outstanding voting power of, and economic interests in, the surviving entity, (ii) the sale or transfer by the Corporation of all or substantially all of its assets (determined on a consolidated basis) (through any single transaction or series of related transactions) for cash or securities and (iii) any sale or transfer of securities representing 50% or more of the outstanding voting power of, or economic interests in, the Corporation (determined on a consolidated basis) to one entity or person shall be deemed to be a liquidation, dissolution or winding up of the Corporation, and the holders of the Series A Preferred Stock shall be entitled to receive payment of the amounts payable with respect to the Series A Preferred Stock under Subsection (c)(i) hereof in cancellation of their shares upon the consummation of any such transaction; provided that the holders of Series A Preferred Stock shall have the right to elect (by written consent or affirmative vote of the holders of at least 75% of the then outstanding shares of Series A Preferred Stock delivered at least five days prior to such event) the benefits of the provisions of Subsection (c)(i) hereof in lieu of receiving payment under this Subsection (c) in connection with any liquidation, dissolution or winding up of the Corporation.

(d) Voting Rights. Except as provided in Subsection (c)(ii) and as set forth hereinbelow, no holder of any share of Series A Preferred Stock shall be entitled to vote at any meeting of the Stockholders of the Corporation (and written actions of the Stockholders in lieu of

meetings) with respect to any and all matters presented to the Stockholders of the Corporation for their action and consideration. Except as provided below, or as required by applicable law, holders of Series A Preferred Stock and of any other outstanding series of voting Preferred Stock shall vote together with the holders of Common Stock as a single class on all matters.

(e) Conversion.

(i) Optional Conversion. Each share of Series A Preferred Stock shall be convertible, at the option of the holder, into that number of shares of Common Stock as is determined by dividing the Series A Preferred Issuance Price by the Conversion Price (as defined below) in effect at the time of conversion (the "Conversion Ratio"). The Conversion Price for the Series A Preferred Stock shall initially be \$2.50 and the Conversion Ratio shall initially be 5.0. Such initial Conversion Price and Conversion Ratio shall be subject to adjustment as provided below. If a holder of Series A Preferred Stock elects to convert its Series A Preferred Stock at a time when there are any accrued and unpaid Preferred Dividends or other amounts due on such shares, such dividends and other amounts shall be paid in full by the Corporation in connection with such conversion.

(ii) Mandatory Conversion. All of the outstanding Series A Preferred Stock shall automatically convert into Common Stock at the Conversion Ratio then in effect upon the earliest to occur of the following: (x) the closing of a firm commitment underwritten public offering of the Corporation's Common Stock pursuant to an effective registration statement under the Securities Act of 1933, as amended, with gross proceeds to the Corporation in excess of \$25,000,000 and in which the price per share of Common Stock equals or exceeds \$5.00 (as such amount shall be equitably adjusted in the event of any stock dividend, stock split, combination, reclassification or other similar event) (a "Qualified Public Offering"); or (y) the written consent or affirmative vote of the holders of a majority of the outstanding shares of the Series A Preferred Stock. All accrued and unpaid Preferred Dividends or other amounts due on such shares shall be paid in full by the Corporation on the effective date of such automatic conversion unless otherwise forfeited in accordance hereof.

(iii) Conversion Procedure.

(A) Each conversion of shares of Series A Preferred Stock shall be deemed to have been effected (a) as of the close of business on the date on which the certificate or certificates representing the shares of Series A Preferred Stock to be converted have been surrendered at the principal office of the transfer agent of the Corporation or to the principal office of the Corporation (or delivery of an affidavit of loss with respect thereto in form satisfactory to the Corporation), if the Corporation serves as its own transfer agent, along with written notice to the Corporation that the holder surrendering such shares elects to convert the same, if converted pursuant to Subsection (c)(i) hereof, or (b) on the closing of a Qualified Public Offering or the date specified in the written consent or affirmative vote of the holders of a majority of the outstanding shares of the Series A Preferred Stock, as applicable, if converted pursuant to Subsection (c)(ii) hereof. At such time as such conversion has been effected, the rights of the holder of such Series A Preferred Stock shall cease (except the right to receive certificates for Common Stock and the right to receive accrued and unpaid Preferred Dividends through the effective date of such conversion) and the person or persons in whose name or names any certificate or certificates for shares of Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in the form satisfactory to the Corporation, duly executed by the registered holder thereof or his, her or its attorney authorized in writing.

(B) On the date of such conversion, the Corporation shall pay in cash all accrued and unpaid Preferred Dividends and any amounts due on the Series A Preferred Stock and as soon as possible thereafter, the Corporation shall deliver to the converting holder:

1. a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified;

2. with respect to conversions under Subsection (e)(i) hereof only, a certificate representing any shares of Series A Preferred Stock that were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(C) The Conversion Price of the Series A Preferred Stock shall be adjusted from time to time as follows:

1. If the Corporation shall at any time or from time to time after the Preferred Original Issue Date effect a subdivision of any class of outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision, with respect to the Series A Preferred Stock, shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of any class of Common Stock, the Conversion Price then in effect immediately before the combination, with respect to the Series A Preferred Stock shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

2. In the event the Corporation at any time or from time to time after the Preferred Original Issue Date shall make or issue, or fix a record date for the determination of holders of any class of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then in each such event the Conversion Price of the Series A Preferred Stock, then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price for the Series A Preferred Stock, then in effect by a fraction:

a. the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

b. the denominator of which shall be an amount equal to the numerator (as above calculated) plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter the Conversion Price shall be adjusted pursuant to this paragraph as of each time of actual payment of all or any portion of such dividend or distribution.

3. In case of any capital reorganization, reclassification or any other change of the Common Stock (other than a change in par value or as a result of a stock dividend or subdivision, split-up or combination of shares provided for above), or the consolidation, merger or other business combination (i) of the Corporation with or into another person (other than a consolidation, merger or other business combination which is deemed to be a liquidation, dissolution or winding up of the Corporation pursuant to Subsection (c)(ii) hereof or (ii) in which the Corporation is the continuing entity and which does not result in any change in the Common Stock), the respective shares of Series A Preferred Stock shall, after such reorganization, reclassification, consolidation, merger, business combination or other change, be convertible into the kind and number of shares of stock or other securities or property of the Corporation or of the entity resulting from such reorganization, reclassification, consolidation, merger, business combination or other change to which such holder would have been entitled if immediately prior to such reorganization, reclassification, consolidation, merger, business combination or other change such holder had converted its shares of Series A Preferred Stock into Common Stock. The provisions of this clause (c) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, business combinations and other changes.

4. In the event the Corporation issues additional shares of its Common Stock or other securities convertible into its Common Stock (other than (1) up to 1,000,000 shares of Common Stock issued upon exercise of options or warrants granted by the Corporation to its employees, directors and consultants, pursuant to arrangements approved by the Board of Directors of the Corporation, (2) up to 1,000,000 shares of Common Stock issued in conversion of existing debt which by its terms is convertible into Common Stock, (3) up to 1,000,000 shares of Common Stock issued upon exercise of options or warrants existing as of the Preferred Original Issue Date, (4) in connection with conventional bank financing or equipment purchases or leases, (5) for the purpose of acquiring another entity, (6) in stock dividends, stock splits, combinations, recapitalizations, mergers and reorganizations, or (7) as underwriting, brokers or finders fees in connection with fundraising activities of the Corporation approved by the Board of Directors of the Corporation, then the Conversion Price of the Series A Preferred Stock shall be adjusted by multiplying the Conversion Price that is then in effect by the quotient obtained by dividing:

a. the sum of (i) the number of shares of Common Stock deemed outstanding (as determined in accordance with this Subsection 4.a. immediately prior to such issuance or sale, plus (ii) the number of shares of Common Stock which the net aggregate consideration received by the Corporation for the total number of additional shares of Common Stock so issued or deemed to be issued (as determined in accordance with this Subsection 4.a.) would purchase at the applicable Preferred Conversion Price (prior to such adjustment), by

b. the number of shares of Common Stock deemed outstanding (as determined in accordance with this Subsection 4.a. immediately prior to such issue or sale plus the total number of shares of Common Stock so issued or deemed to be issued.

For the purposes of the preceding formula, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding, (B) the number of shares of Common Stock into which the then outstanding shares of Series A Preferred Stock could be converted if fully converted on the day immediately preceding the given date and (C) the number of shares of Common Stock which could be obtained through the exercise of outstanding exercisable options or warrants or other rights to acquire or subscribe for the same, or conversion of convertible securities.

5. No fractional shares of Common Stock shall be issued upon conversion of any of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Conversion Price.

6. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Subsection (e)(iii), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each affected holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which adjustment or readjustment is based. The Corporation shall, upon the written request at any time of a holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price then in effect and (iii) the number of shares of Common Stock (or other securities, if any) which would then be received upon the conversion of such Series A Preferred Stock.

(D) The issuance of certificates for shares of the Common Stock upon conversion of Series A Preferred Stock shall be made without charge to the holders of the Series A Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of the Common Stock. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless or until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established to the satisfaction of the Corporation that such tax has been paid.

(E) The Corporation shall not close its books against the transfer of any Series A Preferred Stock or Common Stock issued or issuable upon conversion of any Series A Preferred Stock in any manner that interferes with the timely conversion of any Series A Preferred Stock.

(F) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of the Common Stock, solely for the purpose of issuance upon the conversion of Series A Preferred Stock, such number of shares of Common Stock, issuable upon the conversion of all outstanding Series A Preferred Stock.

(G) If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Subsection (e)(iii) hereof or a merger, consolidation or other business combination of the Corporation with or into another corporation or the acquisition of the Corporation by any other person or the sale of all or substantially all of the Corporation's properties and assets to any other person, then, as a part of and as a condition to the effectiveness of such reorganization, merger, consolidation, business combination, acquisition or sale, lawful and adequate provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation or of the successor corporation resulting from such merger, consolidation, business combination, acquisition or sale, to which a holder of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, merger, consolidation, business combination, acquisition or sale. In any such case, appropriate provisions shall be made with respect to the rights of the holders of the Series A Preferred Stock after the reorganization, merger, consolidation, acquisition or sale to the end that the provisions of this Subsection (2)(e) (including without limitation provisions for adjustment of the Conversion Prices and the number

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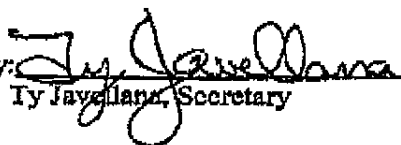
of shares purchasable upon conversion of the Series A Preferred Stock) shall thereafter be applicable, as nearly as may be, with respect to any shares of stock, securities or assets to be deliverable thereafter upon the conversion of the Series A Preferred Stock.

(H) The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, business combination, dissolution, liquidation, winding up, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all of the provisions of this Subsection (2)(e) and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Series A Preferred Stock against impairment. Without limiting the generality of the foregoing, the Corporation (a) will not increase the par value of any shares of stock receivable on the conversion of the Series A Preferred Stock above the amount payable therefor on such conversion, and (b) will take all such action as may be necessary or appropriate in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock on the conversion of all Series A Preferred Stock from time to time outstanding in accordance with the terms of these Articles of Incorporation."

4. The foregoing amendments to the Articles of Incorporation were unanimously adopted by all of the members of the Board of Directors and all of the Stockholders of the Corporation on the 10th day of May, 2004.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to Articles of Incorporation to be signed by Ty Javellana, its Secretary, this 10 day of May, 2004.

NEXTREAM FINANCIAL EXCHANGE, INC.

By: 
Ty Javellana, Secretary