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BASIC AMENDMENT

TECHSWAN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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Amendment
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TECHSWAN, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the Articles of Incorporation of Techswan, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida and bearing Document #P04000024136 are amended as follows:

Article IV of the Articles of Incorporation is deleted and restated in its entirety as follows:

"The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares of common stock, par value \$.0001 per share, and Five Million (5,000,000) shares of preferred stock, par value \$.0001 per share.

The authorized shares of common stock shall be divided into Class A Common Stock, and Class B Common Stock. Class A Common Stock shall consist of Five Million (5,000,000) shares of common stock, and Class B Common Stock shall consist of Five Million (5,000,000) shares of common stock. All attributes of Class A Common Stock and Class B Common Stock shall be the same, with the exception that Class A Common Stock shall have voting rights, and Class B Common Stock shall have no voting rights.

Series of preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given."

Each share of common stock issued and outstanding as of the date of filing of these Articles of Amendment shall be classified from this date forward as Class A Common Stock.

The foregoing amendment was adopted unanimously by the Board of Directors of the Corporation and by each holder of issued and outstanding common stock of the Corporation on April 19, 2004. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this April 19, 2004.



Anthony Amato
Chief Executive Officer and President

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**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS
OF
TECHSWAN, INC.**

The undersigned, being all of the shareholders and all of the directors of TECHSWAN, INC., a Florida corporation (the "Corporation"), hereby adopt the following resolutions pursuant to Sections 607.0821 and Section 607.0704 of the Florida Business Corporation Act:

WHEREAS, the undersigned deem it to be in the best interests of the Corporation to amend the Corporation's Articles of Incorporation to provide for a second class of common stock, to be named Class B Common Stock, which shall have all of the rights of the Class A Common Stock with the exception that the Class B Common Stock shall be non-voting;

NOW THEREFORE, BE IT RESOLVED, that the undersigned hereby authorize and approve the execution and filing of Articles of Amendment substantially in the form of the attached Exhibit A, to provide for a second class of common stock, to be named Class B Common Stock, which shall have all of the rights of the Class A Common Stock with the exception that the Class B Common Stock shall be non-voting;

RESOLVED, that the appropriate officers or representatives of the Corporation be and hereby are authorized and directed to execute and deliver any and all documents and to perform any and all acts as they may deem necessary or appropriate in their sole discretion to consummate the actions described herein.

Effective Date: April 19, 2004



Anthony Amato, director



Bob Kutnick, director and shareholder



David Fee, director and shareholder



Gerry Holland, director and shareholder