

P05 000027395

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BASIC AMENDMENT

PIXTERA CORPORATION

Certificate of Status	0
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Amendment
05/10/05
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2005

PIXTERA CORPORATION
13428 MAXELLA AVENUE
SUITE 635
MARINA DEL REY, CA 90929

SUBJECT: PIXTERA CORPORATION
REF: P05000027395

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



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If the corporation is a NOT FOR PROFIT corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

FAX Aud. #: HD5000108359
Letter Number: 605A00030121

Jeffrey G. Klein
2600 North Military Trail
Suite 270
Boca Raton, FL 33431

VIA FAX: (850) 205-0380

May 9, 2005

Darlene Connell
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Pixtera Corporation

Dear Ms. Connell:

Pursuant to your letter dated April 29, 2005, we provide herewith the following:

A new transmittal which should have sufficient clarity for filing.

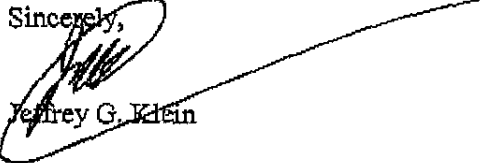
The amended articles have been titled in the name of Pixtera Corporation

The amendment was duly adopted on March 21, 2005 by the Board and the shareholders as set forth under the paragraph heading "Third" which is the last full paragraph of the amendment. The number of votes cast was sufficient for approval.

The amendment has been signed by Mark White, the Company's president.

Thanking you in advance for your prompt attention to this matter.

Sincerely,



Jeffrey G. Klein

Certificate of Amendment
To the Articles of Incorporation of
PIXTERA CORPORATION

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The undersigned being the president of pixtera CORPORATION and being duly authorized by the Board of Directors certifies that:

FIRST: The name of the corporation is pixtera Corporation.

SECOND: The powers, preferences, rights, qualifications and restrictions of the common stock and Series A Preferred shares are as follows:

A. Common Stock

1. **Dividend Rights:** Subject to the rights of shares ranking senior to the common stock, dividends may be paid upon the Common Stock when and as declared by the Board of Directors, but only out of funds legally available therefore. No dividends may be paid to holders of the common shares unless and until all dividends have been paid to the holders of the Preferred Stock.
2. **Rights on Liquidation and Ranking:** In the event of any voluntary liquidation, dissolution or winding up of the affairs of the Corporation, and after the stated amounts payable in such event on such shares ranking senior to the Common Stock shall have been paid in full or provision made for the payment thereof will be made, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.
3. **Voting Rights:** Except as otherwise provided by law or as otherwise expressly provided herein, the holders of Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes

B. Series A 10% Cumulative Convertible Preferred Stock

1. **Dividend Rights:** Subject to the rights of shares ranking senior to the Preferred Stock and the availability of funds legally available to pay dividends, the Company shall pay the Holders of the Preferred Stock, an annual cumulative preferred dividend of 10% per annum payable in cash or common stock. The dividend rate shall be based upon the purchase price of the Series A preferred shares.

If the Company chooses to pay the dividend in common stock the dollar value of the common stock shall be equal to the closing bid price of the Company's common stock on the date when the dividend is payable provided that the Company's Common Stock is trading on a recognized stock exchange, the OTCBB or the Pink Sheets. If there is no established public market for the Company's common stock, the total number of shares to be issued as a share dividend shall be one share of common stock for every ten shares of convertible preferred shares owned. Only whole shares of common stock will be issued. If the total number of shares to be issued to any holder of the Preferred Shares would exceed one half (1/2) a share, the preferred shareholder will receive the next whole number of shares. If any Holder would receive in total less than one half (1/2) share, the total number of shares to be issued will be reduced to the next lowest whole number.

2. **Liquidation Rights:** Holders of Series A 10% Cumulative Convertible Preferred Stock shall have the same liquidation rights as the holders of our common stock, share and share alike.

3. **Voting Rights:** Except as otherwise provided by law or herein, the Holders of the Series A Preferred Shares shall not have any voting rights.

4. **Conversion Rights.**

4.1 **Number of Shares of Series A Preferred Stock:** Each share of Series A Cumulative Convertible Preferred Stock is convertible in whole (but not in part) at the option of the Holder thereof, without additional consideration (cash or otherwise) into two (2) shares of fully paid and non-assessable shares of Common Stock (the "Conversion Ratio").

4.2 **Conversion upon Reorganization:** In case of any reorganization or any reclassification of the capital stock of the Corporation or any consolidation or merger of the Corporation with or into any other corporation or a sale of all or substantially all of the assets of the Corporation to any other person, and the holders of the Preferred Stock do not elect to treat such transaction as a liquidation, dissolution, or winding up as provided herein, then, as part of such reorganization, consolidation, merger or sale, provision shall be made so that each share of Series A Convertible Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property (including cash) to which a holder of the number of shares of Common Stock deliverable upon conversion of such shares of Series A Preferred Stock would have been entitled to receive upon the record date of (or date of, if no record date, the date fixed for such event, and in any case appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of the shares of Series A Convertible Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly equivalent as is practicable, in relation to any shares of stock or the securities or property (including cash) thereafter deliverable upon the conversion of the shares of the Series A Preferred Stock.

4.3 **Conversion Method:** The Series A Preferred Stock is non-convertible, (cannot be converted into common stock) for a period of 2 years from its date of issuance. Upon the 2nd anniversary date following the issuance of any Series A Preferred Stock, any holder of shares of Series A Preferred Stock may, at any time thereafter, exercise the conversion rights as to such shares of Series A Preferred Stock by delivering to the Corporation a notice requesting on a specified date and the number of Series A Convertible Shares that the Holder elects to convert (a "Notice of Conversion"). The Notice of Conversion shall also state the names and addresses of the persons to whom certificates for shares of Common Stock shall be issued, the denominations of such certificates and reasonable delivery instructions. These instructions shall be accompanied by a check made out to the company or the company's transfer agent, if one has been engaged, for the required amount of transfer and certificate fees.

4.4 **Fractional Shares of Common Stock:** No fractional shares of common stock or scrip shall be issued upon conversion of shares of Series A Convertible Preferred Stock.

4.5 **Taxes:** All shares of Common Stock issued upon conversion of shares of Series A Convertible Preferred Stock shall be validly issued, fully paid and non-assessable. The Shareholder shall pay any and all required documentary stamps or similar issue or transfer taxes that may be payable with respect to the delivery of shares of Common Stock on the conversion of the Series A Convertible Preferred Stock.

4.6 **Fees:** All transfer, certificate and conversion fees shall be paid by the Series A Convertible Preferred Stock Holder, if any, at the time of delivery of a conversion notice to the company.

Surrender Shares of Series A Convertible Preferred Stock: All certificates representing Series A Convertible Preferred Stock converted shall be appropriately canceled on the books of the Corporation and the Series A Convertible Preferred Stock so converted represented by such certificates shall be restored to the status of authorized but unissued Series A Preferred Stock.

4.7 **Available Common Stock:** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of Series A Convertible Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect a conversion of all outstanding Series A Convertible Preferred Stock as set forth herein or as may be adjusted from time to time.

THIRD: The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the issued and outstanding common shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting on March 21, 2005.

The number of votes cast for the amendment was sufficient for approval. There were no outstanding preferred shares at the time of the adoption of the amendment and no vote was required.

In Witness WHEREOF, the undersigned have submitted this Certificate of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 5 day of May, 2005


Mark White, President