

POS000160154

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000248253 3)))



H07000248253ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FILED
07 OCT -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

LOTTOSOFT CORPORATION

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$43.75 |

RECEIVED
2007 OCT -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

ST
10/5/07

HO 7000248253

ARTICLE OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
LOTTOSOFT CORPORATION

FILED
07 OCT -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Lottosoft Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation by unanimous written consent duly adopted resolutions on September 26, 2007 proposing and declaring advisable that the Certificate of Incorporation of the Corporation be amended, as follows:

RESOLVED: That the Board of Directors recommends and deems it advisable that the Certificate of Incorporation of this Corporation be amended by deleting the existing Article 7 in its entirety and substituting therefore the Article 7 attached hereto as EXHIBIT A; and

RESOLVED: That the Board of Directors of the Corporation recommends and deems it advisable that the Certificate of Incorporation of the Corporation be further amended so that immediately subsequent to the effectiveness of a Certificate of Amendment covering the matters set forth in this Resolution and the preceding Resolution, automatically and without further action by any person or entity, each one (1) share of the Common Stock, \$.01 par value per share, of the Corporation then issued and outstanding shall be split, reclassified and changed into one hundred five and eighty-eight thousand two hundred thirty five one hundred thousandths (105,88235) fully paid and non-assessable shares of Common Stock, \$.0001 par value per share, of the Corporation; and

RESOLVED: That the aforesaid proposed amendment be submitted to the stockholders of the Corporation; and

RESOLVED: That following the approval by the stockholders of the Corporation of the aforesaid proposed amendment as required by law, that the officers of this Corporation be, and they hereby are, and each of them acting singly hereby is, authorized and directed, (i) to prepare, execute and file with the Secretary of State of Florida a Certificate of Amendment setting forth the aforesaid amendment and (ii) to take any and all other actions necessary desirable or convenient to

HO 7000248253

1107000248253

give effect to the aforesaid amendment or otherwise to carry out the purposes of the foregoing Resolutions; and

RESOLVED: That the form, terms and provisions of the Exchange Agreement between the Corporation and David White dated September 27, 2007, attached as EXHIBIT B (the Exchange Agreement") requiring the issuance by the Corporation to David White 1,588,235 shares of Class A Stock in exchange for an equal number of shares of Common Stock owned by such individual prior to the Amendment be, and hereby is, in all respects approved, with such changes, additions and modifications as the appropriate officer or officers of the Corporation shall make; and

RESOLVED: That, except as provided in the Exchange Agreement, immediately following the effectiveness of the aforesaid stock split, each share of Common Stock issued and outstanding immediately prior to the Amendment shall be automatically reclassified as one fully paid and non-assessable share of Class B Stock; and

RESOLVED: That, at any time following the effectiveness of the aforesaid Certificate of Amendment to the Corporation's Certificate of Incorporation, each holder of record of a certificate or certificates for one or more shares of the issued and outstanding shares of Common Stock prior to the amendment to the Certificate of Incorporation shall, upon surrender of such certificates representing the total number of fully paid and non-assessable shares of Class B Stock held by such holder of record immediately following the reclassification and change effective at such time; and

RESOLVED: That, at any time following the effectiveness of the aforesaid Certificate of Amendment to the Corporation's Certificate of Incorporation, David White, upon surrender of certificates representing the shares of Common Stock subject to the Exchange Agreement for cancellation, be issued a certificate or certificates representing the total number of fully paid and non-assessable shares of Class A Stock to which such holder is entitled pursuant to the Exchange Agreement; and

RESOLVED, That subject to the approval by the stockholders of the aforesaid proposed amendment as required by law, (i) the form of stock certificate attached hereto as Exhibit C is hereby adopted as the form of stock certificate to be used to represent the shares of Class A Stock and that (ii) the Secretary of the Corporation be, and hereby is, directed to place such form of stock certificate, clearly labeled "Specimen," in the minute book of this Corporation.

1107000248253

1107000248253

RESOLVED, That subject to the approval by the stockholders of the aforesaid proposed amendment as required by law, (i) the form of stock certificate attached hereto as **Exhibit D** is hereby adopted as the form of stock certificate to be used to represent the shares of Class B Stock and that (ii) the Secretary of the Corporation be, and hereby is, directed to place such form of stock certificate, clearly labeled "Specimen," in the minute book of this Corporation.

SECOND: That this amendment was adopted by the board of directors and approved by the shareholders of the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 607.10025 and 607.1003 of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, Lottosoft Corporation, Inc. has caused this certificate to be signed by David White, its Chairman of the Board of Directors this 28th day of September 2007.

LOTTOSOFT CORPORATION

By 
David White
Chairman of the Board of Directors

1107000248253

H07000248253

EXHIBIT A**ARTICLE 7. CAPITALIZATION**

7.1 Authorized Shares: The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 12,000,000 shares of common stock, par value \$0.0001 per share (the "Common Shares"), comprised of 2,000,000 shares of Class A Common Stock, par value \$0.0001 per share ("Class A Shares") and 10,000,000 shares of Class B Common Stock, par value \$0.0001 per share ("Class B Shares").

7.2 Statement of Rights for Common Shares:

(a) The shares of Class A Shares and Class B Shares shall be identical in all respects, and shall have equal rights and privileges, except for on those matters expressly required by law to be submitted to a separate class vote or except as set forth in this Article III. Specifically, the holders of Class A Shares and of Class B Shares shall vote as a single class of securities. On all matters, each holder of Class A Shares shall be entitled to ten (10) votes for each share of Class A Shares held by such holder on the record date fixed for such meeting, or on the effective date of such written consent and each holder of Class B Shares shall be entitled to one (1) vote for each share of Class B Shares held by such holder on the record date fixed for such meeting, or on the effective date of such written consent.

(b) The holders of Common Shares shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(c) All holders of each share of Class A Shares and all holders of each share of Class B Shares shall be entitled to notice of any stockholders' meeting in accordance with the bylaws of the Corporation.

(d) Neither the Class A Shares nor the Class B Shares shall be split, combined or subdivided unless at the same time there shall be a proportionate split, combination or subdivision of such other class.

H07000248253

H07000248253

(e) Upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, holders of the then outstanding Class A Shares and Class B Shares shall be entitled to receive, pro rata, any remaining assets of this Corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the Common Shares such remaining assets of this Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or entity and receive payment in cash, stock or obligations of such other Corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the Common Shares. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this Corporation (unless in connection with that event the dissolution, liquidation or winding up of this Corporation is specifically approved), or the merger or consolidation of this Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of this Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this Corporation for the purpose of this paragraph.

(f) Each outstanding share of Class A Shares shall automatically be converted into a share of Class B Shares upon the sale or transfer of such share of Class A Shares through any means other than by will or intestacy. Following any such automatic conversion, the share or shares of Class A Shares so converted shall cease to be outstanding notwithstanding the fact that the holder or holders thereof may not have surrendered the certificate or certificates representing such shares of Class A Shares for conversion, and such certificate or certificates shall thereafter represent solely the right to receive a certificate or certificates for Class B Shares issuable on conversion of the Class A Shares so converted, upon surrender of such certificate or certificates to the Company, of the certificate or certificates of Class A Shares so converted.

(g) The Company shall at all times reserve and keep available out of the authorized and unissued shares of Class B Shares, solely for the purposes of effecting the conversion of the outstanding Class A Shares, such number of shares of Class B Shares as shall from time to time be sufficient to effect conversion of all outstanding shares of Class A Shares.

H07000248253