

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

INFLOT WORLDWIDE NETWORKS, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

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5/19/06

FAX AUDIT NO.: H06000138813

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INFLOT WORLDWIDE NETWORKS, INC.**

FILED
06 MAY 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of Infлот Worldwide Networks, Inc., a Florida corporation, incorporated on April 6, 2006, under document number P06000049927, pursuant to Section 607.1006 of the Florida Business Corporation Act, hereby certifies as follows:

1. The name of this Corporation is INFLOT WORLDWIDE NETWORKS, INC.
2. The initial principal place of business address is: 2110 North Ocean Boulevard, Suite 8B, Ft. Lauderdale, Florida 33305.
3. Paragraph (a) of Article V, of the Articles of Incorporation of this Corporation is hereby amended to read as follows:

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 250,000,000 shares of stock, of which 200,000,000 shares shall be Common Stock having a par value of \$0.0001 per share and 50,000,000 shares shall be Preferred Stock having a par value of \$1.00 per share. The Board of Directors of the Corporation is authorized to fix the designations and powers, preferences and relative participating, optional or other rights of Preferred Stock, if any, and to fix the qualifications, limitations or other restrictions thereof, including, without limitation, dividend rights and preferences over dividend on Common Stock, rights and terms of redemption, redemption price and liquidation preferences.

Unless otherwise provided hereinafter or in any articles of amendment providing for the determination of a class or series of stock, shares of capital stock of the Corporation that have been issued and which are subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation, and upon cancellation, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

THIS DOCUMENT PREPARED BY:

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MIAMI 430962.2

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For purposes of determining funds lawfully available for any dividends or other distribution upon shares of stock, amounts needed to satisfy the rights of shareholders upon dissolution who have preferential rights superior to those of shareholders of the stock receiving such dividend or distribution shall not be deducted from the Corporation's total assets.

4. Except as above amended, the Articles of Incorporation of the Corporation, as filed with the Florida Department of State, shall remain in full force and effect.

5. The foregoing amendment was duly approved as of May 19, 2006, by written consent of the Sole Incorporator of the Corporation. At the time of adoption of the amendment, no shares had been issued in the Corporation and, therefore in accordance with Sections 6007.1005 and 607.1006, shareholder approval is not required.

IN WITNESS WHEREOF, the Incorporator of this corporation has executed these Articles of Amendment as of May 19, 2006.



MARK J. SCHEER, ESQ., Sole Incorporator