

PO70000 95303

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

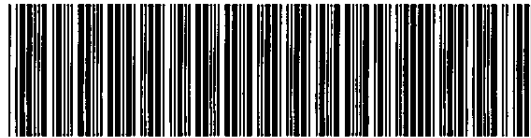
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900110021869

10/01/07--01024--003 \*\*35.00

FILED  
07 OCT -1 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ST

Ames  
10/9/07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** In The Rooms Inc.

**DOCUMENT NUMBER:** P07000095303

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan Leinwand  
(Name of Contact Person)

Jonathan D. Leinwand, P.A.  
(Firm/ Company)

101 NE 3rd Ave., Suite 1500  
(Address)

Ft. Lauderdale, FL 33301  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Jonathan Leinwand at ( 954 ) 607-1298  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**IN THE ROOMS, INC.**

**Articles of Amendment**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, IN THE ROOMS, INC., a Florida corporation, does hereby amend its Articles of Incorporation.

1. The name of the corporation whose Articles of Incorporation are being amended by these Articles of Amendment is In The Rooms, Inc., a Florida corporation.

2. Article IV of the Articles of Incorporation of In The Rooms, Inc., a Florida corporation, is hereby amended by deleting the first paragraph of said article with the following to be added in its place:

**"Article IV**

**CAPITAL STOCK**

The total number of shares of capital stock which the corporation shall have the authority to issue is Sixty Million (60,000,000) shares, consisting of Ten Million (10,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Fifty Million (50,000,000) shares of Common Stock having a par value of \$.0001 per share.

**Series A Participating Preferred Stock**

1. *Designation and Amount.* There shall be a series of \$1 Preferred Stock that shall be designated as "Series A Participating Preferred Stock," and the number of shares constituting such series shall be 2,000,000. Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A Participating Preferred Stock to less than the number of shares then issued and outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Corporation.

2. *Voting Rights.* The holders of shares of Series A Participating Preferred Stock shall have the same voting rights as the holders of Common Shares, and shall otherwise have no special voting rights.

3. *Liquidation, Dissolution or Winding Up.* (A) Upon any liquidation (voluntary or otherwise), dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series A Participating Preferred Stock unless, prior thereto, the holders of shares of Series A Participating Preferred Stock shall have received \$1 per share, plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment (the "Series A Participating Preferred Stock Liquidation Preference"). Following the payment of the full amount of the Series A Participating Preferred Stock Liquidation Preference in respect of all outstanding shares of Series A Participating Preferred Stock and Common Stock, respectively, holders of Series A Participating Preferred Stock and holders of shares of Common Stock shall, subject to the prior rights of all other series of Preferred Stock, if any, ranking prior thereto, receive their ratable and proportionate share of the remaining assets to be distributed on a per share basis, respectively.

FILED  
07 OCT - 1 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(B) In the event, however, that there are not sufficient assets available to permit payment in full of the Series A Participating Preferred Stock Liquidation Preference and the liquidation preferences of all other series of Preferred Stock, if any, that rank on a parity with the Series A Participating Preferred Stock, then such remaining assets shall be distributed ratably to the holders of such parity shares in proportion to their respective liquidation preferences. In the event, however, that there are not sufficient assets available to permit payment in full of the Common Adjustment, then such remaining assets shall be distributed ratably to the holders of Common Stock.

(C) Neither the merger or consolidation of the Corporation into or with another corporation nor the merger or consolidation of any other corporation into or with the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section, but the sale, lease or conveyance of all or substantially all the Corporation's assets shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 3.

4. *Consolidation, Merger, etc.* In case the Corporation shall enter into any consolidation, merger, combination, share exchange or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case each share of Series A Participating Preferred Stock shall at the same time be similarly exchanged or changed in an amount per share equal to the Adjustment Number times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged.

5. *Redemption.* (A) The Corporation, at its option, may redeem shares of the Series A Participating Preferred Stock in whole at any time and in part from time to time, at a redemption price equal to \$1 plus the last sales price of the Common Stock whether in a private sale of securities by the Company or if traded on a public market or inter-dealer quotation system, the average of the closing price over the last 5 trading days.

(B) In the event that fewer than all the outstanding shares of the Series A Participating Preferred Stock are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined by lot or pro rata as may be determined by the Board of Directors or by any other method that may be determined by the Board of Directors in its sole discretion to be equitable.

(C) Notice of any such redemption shall be given by mailing to the holders of the shares of Series A Participating Preferred Stock to be redeemed a notice of such redemption, first class postage prepaid, not later than the fifteenth day and not earlier than the sixtieth day before the date fixed for redemption, at their last address as the same shall appear upon the books of the Corporation. Each such notice shall state: (i) the redemption date; (ii) the number of shares to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (v) that dividends on the shares to be redeemed will cease to accrue on the close of business on such redemption date. Any notice that is mailed in the manner herein provided shall be conclusively presumed to have been duly given, whether or not the shareholder received such notice, and failure duly to give such notice by mail, or any defect in such notice, to any holder of Series A Participating Preferred Stock shall not affect the validity of the proceedings for the redemption of any other shares of Series A Participating Preferred Stock that are to be redeemed. On or after the date fixed for redemption as stated in such notice, each holder of the shares called for redemption shall surrender the certificate evidencing such shares to the Corporation at

the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. If fewer than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(D) The shares of Series A Participating Preferred Stock shall not be subject to the operation of any purchase, retirement or sinking fund.

6. *Reacquired Shares.* Any shares of Series A Participating Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

7. *Ranking.* The Series A Participating Preferred Stock shall rank on a parity with all other series of the Corporation's Preferred Stock as to the payment of dividends and the distribution of assets, and shall rank senior to the Common Stock as to such matters.

8. *Amendment.* At any time that any shares of Series A Participating Preferred Stock are outstanding, the Amended and Restated Articles of Incorporation of the Corporation shall not be amended in any manner which would materially alter or change the powers, preferences or special rights of the Series A Participating Preferred Stock so as to affect them adversely without the affirmative vote of the holders of two-thirds or more of the outstanding shares of Series A Participating Preferred Stock, voting separately as a class.

9. *Fractional Shares.* Series A Participating Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Participating Preferred Stock.

10. *Dividends and Distributions.* Subject to the prior and superior rights of the holders of any shares of any series of Preferred Stock ranking prior and superior to the shares of Series A Participating Preferred Stock with respect to dividends, the holders of shares of Series A Participating Preferred Stock, in preference to the holders of shares of any class or series of stock of the Corporation ranking junior to the Series A Participating Preferred Stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose."

3. The amendment to the Articles of Incorporation of In The Rooms, Inc., a Florida corporation, set forth in paragraph 2 above was duly adopted by the Board of Directors of the corporation as of September 24, 2007 and by the shareholders of the corporation on September 24, 2007.

4. The only voting group entitled to vote on the amendments to the Articles of Incorporation of In The Rooms, Inc., a Florida corporation set forth in paragraph 2 above was the holders of shares of Common Stock of the corporation. The number of votes cast in favor of such amendment by the members of such voting group was sufficient for approval by that voting group.

In witness whereof, the corporation, by and through its undesignated officer thereunto duly authorized, has executed these Articles of Amendment on September 25, 2007.

IN THE ROOMS, INC.

By:

  
Ron Tannebaum  
President