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BASIC AMENDMENT

SUPERSTOCK, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amend.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
SUPERSTOCK, INC.

1. Article III of the Articles of Incorporation of SUPERSTOCK, INC., a Florida corporation, is hereby amended in its entirety to read as follows:

ARTICLE III. CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue twenty million (20,000,000) shares of capital stock. Ten million (10,000,000) shares shall be designated as Voting Common Stock, having a par value of one-tenth cent (\$0.001) per share, and ten million (10,000,000) shares shall be designated as Participating Preferred Stock, having a par value of one-tenth cent (\$0.001) per share. The preferences, limitations and relative rights of each of these classes of shares are as follows:

(i) Dividends.

(1) Participating Preferred Stock. The holders of record of the shares of Participating Preferred Stock shall be entitled to the same dividend rights as the holders the shares of Voting Common Stock and shall share in all dividends declared on Voting Common Stock by the Board of Directors of the Corporation as if each share of Participating Preferred Stock was a share of Voting Common Stock.

(2) Voting Common Stock. The holders of shares of Voting Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the corporation, out of any assets of the corporation legally available for the payment of dividends, such dividends upon the shares of Voting Common Stock in such amounts and at such times as the Board of Directors may determine, which dividends shall be paid to the holders of the shares of Voting Common Stock ratably, according to their holdings.

(ii) Liquidation, Dissolution or Winding Up.

(1) Participating Preferred Stock. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the shares of Participating Preferred Stock shall be entitled to receive out of the assets of the corporation available for distribution to its shareholders, before any distribution or payment shall be made to the holders of the shares of Voting Common Stock, an amount equal to the greater of:

(A) \$2.55 per share, adjusted for stock splits, stock dividends, recapitalizations or similar events; or

(B) The amount per share which the holders of the shares of Participating Preferred Stock would receive if for purposes of voluntary or involuntary

liquidation, dissolution or winding up of the Corporation, all shares of Participating Preferred Stock were treated as issued and outstanding shares of Voting Common Stock.

If upon liquidation, dissolution or winding up of the corporation, the assets of the corporation, or the proceeds thereof, distributable among the holders of the shares of Participating Preferred Stock shall be insufficient to pay in full the preferential amount, then the assets, or the proceeds thereof, shall be distributed among the holders of the shares of Participating Preferred Stock ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full.

(2) Voting Common Stock. After the payment or setting apart for payment to the holders of the shares of Participating Preferred Stock of the full preferential amounts to which such holders are respectively entitled, all of the remaining assets of the corporation upon voluntary or involuntary liquidation, dissolution or winding up, shall belong to and be distributable to the holders of the shares of Voting Common Stock, ratably, according to their holdings.

(3) Effect of Voluntary Sales, Leases or Reorganizations. The voluntary sale, lease, exchange, transfer or license (for cash, shares of stock, securities, or other consideration) of all or substantially all of the corporation's property or assets to, or a consolidation or merger of the corporation with or into, one or more other corporations (including sales or other transfers to third parties in the ordinary course of business) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(iii) Voting Rights.

(1) Voting Common Stock. Each holder of Voting Common Stock shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the shares of Voting Common Stock.

(2) Participating Preferred Stock. Except as otherwise expressly provided by law, or in the Articles of Incorporation, the holders of Participating Preferred Stock shall have no voting rights and shall not be entitled to notice of meetings of shareholders.

(3) Quorum. At all meetings of shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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(d) Conversion Rights. The holders of Participating Preferred Stock shall not have put option rights or the right to convert shares of Participating Preferred Stock into shares of Voting Common Stock.

(e) Restrictions on Transfer of Stock. The shareholders may, by bylaw provisions or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of each class of stock of this corporation as they may see fit.

2. Upon the filing of these Articles of Amendment with the Secretary of State, State of Florida:

(a) Each issued and outstanding share of Class A Common Stock, and each issued and outstanding share of Class B Non-Common which is held by a shareholder who also holds shares of Class A Common Stock, shall be converted into 152.30899 shares of Voting Common Stock, rounded to the nearest whole share of Voting Common Stock; and

(b) Each issued and outstanding share of Class B Nonvoting Common Stock held by shareholders who do not also hold shares of Class A Voting Common Shares shall be converted into 152.30899 shares of Participating Preferred Stock, rounded to the nearest whole share of Participating Preferred Stock.

(c) No shares of Preferred Stock are issued and outstanding.

3. The foregoing amendments were adopted by all of the directors and shareholders of the corporation on March 1, 2004.

4. The foregoing amendments shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 1st day of March, 2004.



Haim Ariav, President