

# P930000 43191

## Florida Department of State

Division of Corporations

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Account Name : ATLAS PEARLMAN, P.A. - *m pm*  
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## BASIC AMENDMENT

### WORLDWIDE EQUIPMENT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
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AMEND  
REC 11/14  
7

# ATLAS PEARLMAN

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Deborah Ann Byles	Adam J. Reiss	Sergio Vivanco A. <sup>2</sup>
Robin Corwin Campbell	Jocathan S. Robbins	
Rebecca G. DiStefano	James M. Schneider	<sup>1</sup> not admitted in Florida
Clint J. Gage	Wayne H. Schwartz	<sup>2</sup> admitted in Tennessee
April J. Halle	Douglas Paul Solomon	and Washington, D.C.
Michelle J. Hodkin	Samantha Nicole Tesser	
Kip O. Lassner	Michael L. Trop	
Eric Lee	Steven I. Weinberger	
Joel D. Mayersohn	Kenneth P. Wittenberger	

November 14, 2000

## VIA FACSIMILE

Ms. Darlene Connell  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Rejected Filing for Worldwide Equipment Corp.  
REF: P93000043191  
Letter Number: 600A00058504

Dear Ms. Connell:

Attached, please find the Amendment for Worldwide Equipment Corp. and your letter, dated November 14, 2000, rejecting the filing for missing Fax Audit number.

Please file as of November 10, 2000, the date of initial receipt by your office. If you have any questions, please contact me at (954) 766-7829.

Sincerely,



Myra Mahoney  
Corporate Paralegal



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 14, 2000

WORLDWIDE EQUIPMENT CORP.  
547 SAW MILL RIVER ROAD  
P.O. BOX 710  
ARDSLEY, NY 10502US

SUBJECT: WORLDWIDE EQUIPMENT CORP.  
REF: P93000043191

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.

Please accept our apology for failing to mention this in our previous letter.

The FAX audit number must be on the top and bottom of each page of the document.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000058583  
Letter Number: 600A00058504

November 13, 2000

WORLDWIDE EQUIPMENT CORP.  
547 SAW MILL RIVER ROAD  
P.O. BOX 710  
ARDSLEY, NY 10502US

SUBJECT: WORLDWIDE EQUIPMENT CORP.  
REF: P93000043191

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.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000058583  
Letter Number: 400A00058318

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 TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
 TO THE ARTICLES OF INCORPORATION  
 OF  
 WORLDWIDE EQUIPMENT CORP.**

Pursuant to the Business Corporation Act of the State of Florida, the undersigned President of WorldWide Equipment Corp. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document P93000043191 does hereby certify:

First: that pursuant to a Written Consent of the Board of Directors dated September 7, 2000 and vote by special meeting of the Shareholders of said Corporation on October 30, 2000 the Board of Directors and Majority Shareholders approved the following amendment to the Corporation's Articles of Incorporation creating the series of preferred stock as follows:

The first paragraph through item (1) of ARTICLE THREE of the Corporation's Articles of Incorporation shall be deleted and replaced with the following:

"The total number of shares of capital stock which the corporation has the authority to issue is 101,000,000 shares consisting of:

(1) 100,000,000 shares of common stock, par value \$.001 per share. On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every fifty issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock"; and

Brian Pearlman, Esq., Florida Bar No. 0157023  
 Atlas Pearlman, P.A.  
 350 East Las Olas Blvd., Ste. 1700  
 Ft. Lauderdale, FL 33301 (954) 763-1200

On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every fifty issued and outstanding shares of the Corporation's previously authorized common stock, par value \$0.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

Second: The herein amended Articles of Incorporation of the Corporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

Third: This Certificate of Amendment shall be effective as of November 10, 2000, 7:00 a.m.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors on September 7, 2000 and vote of the Shareholders of the Corporation on October 30, 2000. The vote was taken pursuant to a special meeting of the shareholders of the Corporation, a record date was set and a proxy was delivered to a record holders as of September 15, 2000. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

**IN WITNESS WHEREOF**, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be affixed on November 6, 2000.

  
\_\_\_\_\_  
Mitchell Hymowitz, President