

Division of Corporations

<https://ccfss1.dps.state.fl.us/scripts/efilecovr.exe>**P 94000058890**

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

(((H00000040398 0)))

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) 922-4000

From:

Account Name : FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BANKER, P.A.
Account Number : 075410001562
Phone : (813) 228-7411
Fax Number : (813) 228-9401

FILED
00 AUG -1 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 AUG -1 PM 2:40
DIVISION OF CORPORATIONS

BASIC AMENDMENT**VITALCAST.COM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND
KRG
8/2/00
3

**THIRD AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
VITALCAST.COM, INC.**

FILED
00 AUG -1 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Restated Articles of Incorporation of VITALCAST.COM, INC., a Florida corporation (the "Articles of Incorporation"), were filed with and approved by the Secretary of State of the State of Florida on the 8th day of March, 1999; and

WHEREAS, an Amendment to Articles of Incorporation of VITALCAST.COM, INC. was filed with and approved by the Secretary of State of the State of Florida on the 14th day of April, 1999; and

WHEREAS, an Amendment to Articles of Incorporation of VITALCAST.COM, INC. was filed with and approved by the Secretary of State of the State of Florida on the 13th day of October, 1999; and

WHEREAS, the Second Amendment to Articles of Incorporation of VITALCAST.COM, INC. that was filed with and approved by the Secretary of State of the State of Florida on the 20th day of June, 2000 contained a scrivener's error; and

WHEREAS, the 10 business day time limit to correct a document filed by the Department of State pursuant to the provisions of Florida Statutes, Section 607.0124, has expired; and

WHEREAS, it is the intention of the directors of VITALCAST.COM, INC. that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth to correct the scrivener's error contained in the Second Amendment to Articles of Incorporation of VITALCAST.COM, INC. that was filed with and approved by the Secretary of State of the State of Florida on the 20th day of June, 2000; and

WHEREAS, the proposed amendment to the Articles of Incorporation hereinafter set forth was approved by the directors of VITALCAST.COM, INC. on June 17, 1999; and

WHEREAS, the proposed amendment to the Articles of Incorporation hereinafter set forth was approved by the shareholders of VITALCAST.COM, INC. on August 1, 1999; and

WHEREAS, the number of votes cast for the amendment by the shareholders was sufficient for approval; and

WHEREAS, the holders of Series A Preferred Stock were entitled to vote as a separate voting group; and

WHEREAS, the number of votes cast for the amendment by the Series A Preferred shareholders was sufficient for approval; and

Fax Audit No. H00000040398 0
Page 2 of 2

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, BE IT RESOLVED, the Articles of Incorporation are hereby amended by deleting in its entirety the present Article 3, Section A, and by substituting therefore the following, to-wit:

"A. Authorized Capitalization. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 70,000,000 shares, divided into the following: (i) 2,500,000 shares of Series A Convertible Preferred Stock, \$.001 par value (the "Series A Preferred Stock"), (ii) 920,000 shares of Series B Preferred Stock, \$.001 par value (the "Series B Preferred Stock"), (iii) 800,000 shares of Series C Preferred Stock, \$.001 par value (the "Series C Preferred Stock"), (iv) 15,780,000 shares of undesignated Serial Preferred Stock, \$.001 par value, and (v) 50,000,000 shares of Common Stock, \$.001 par value."

IN WITNESS WHEREOF, this Second Amendment to Articles of Incorporation is hereby executed on this 27 th day of July, 2000.

VITALCAST.COM, INC.

By:  CEO

Name: K.C. Coughlin

Title: CEO

F:\DEPTS\SECM\WH\Docs\0237.doc

Fax Audit No. H00000040398 0