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December 11, 1998

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002712414--4  
-12/15/98--01028--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Shoe Krazy, Inc./Articles of Amendment

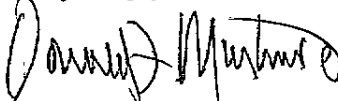
Gentlemen:

Enclosed you will find Articles of Amendment to the Articles of Incorporation for Shoe Krazy, Inc. for filing. Also enclosed is a check in the amount of \$43.75 which represents the following:

\$35.00 filing fee  
\$8.75 certified copy fee

If you have any questions or require additional information, please call me at (561) 832-5696.

Very truly yours,



Donald F. Mintmire

DFM/lrl  
Encls.

Don Mintmire GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT DATE OF ADOPTION  
12-29  
DOC. EXAM. RG

FILED  
DEC 15 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SHOE KRAZY, INC.  
(Present Name)

**FILED**  
98 DEC 15 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.0001 per share.

To be changed to read as follows:

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having a par value of \$.0001 per share; and 10,000,000 shares of preferred stock, with the specific terms, conditions, limitations, and preferences to be determined by the Board of Directors without shareholder approval.

Add:

**ARTICLE VII. SPECIAL AUTHORITY OF BOARD OF DIRECTORS AND WAIVER  
OF DISSENTERS RIGHTS**

The Board of Directors shall be and are hereby authorized to enter into on behalf of the corporation and to bind the corporation without shareholder approval, any and all acts approving (a) the terms and conditions of a merger and/or a share exchange; and (b) divisions, combinations and/or splits of shares of any class or series of stock of the corporation, whether issued or unissued, with or without any change in the number of authorized shares; and shareholders affected thereby, shall not be entitled to dissenters rights with respect thereto under any applicable statutory dissenters rights provisions.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 12/10/98

**FOURTH:** Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)"

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10<sup>th</sup> day of December, 19 98.

\* Signature [Signature]  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Rodney D. Ford

Typed or printed name

PRESIDENT

Title