

CAPITAL CONNECTION, INC.

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P96000002894

Incredible Adventures
LLC

000002863550-6
-05/05/99-01057-014
*****48.75 *****48.75

- Art of Inc. File
- LTD Partnership File *Amend*
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

99 MAY -5 PM 12:36
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 AM 11:24
RECEIVED

Signature _____

Requested by: LS 5/5/99 10:25
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INCREDIBLE ADVENTURES, INC.**

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TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to Articles of Incorporation:

FIRST: Amendment adopted: ARTICLE 3. is amended in its entirety to read as follows:

“Capital Stock

3.1) Number of Authorized Shares. The aggregate number of Common Stock shares which the Corporation shall have authority to issue is 1,500,000, having a par value of \$.01 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall each be entitled to one (1) vote for each share of Common Stock owned standing in his/her/its name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by his/her/it for as many persons as there are Directors to be elected and for whose election he/she/it has a right to vote, or to cumulate his/her/its votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his/her/its shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

Notwithstanding anything contained herein to the contrary, should one individual stockholder own a majority of the total number of issued and outstanding shares of Common Stock, the remaining minority stockholders as a group shall be entitled to vote one Director to the Board of Directors so that the minority stockholders shall have a vote and voice on the Board of Directors.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash or in property.”

SECOND: Upon the effectiveness of these Articles of Amendment to Articles of Incorporation, each issued and outstanding share of Common Stock, \$1.00 par value, shall be converted into 3,500 shares of Common Stock, \$.01 par value. No shares of Preferred

Stock have been issued or are outstanding. These Articles of Amendment to Articles of Incorporation are intended to eliminate the authorization of the Corporation to issue Preferred Stock.

THIRD: The date of each Amendment's adoption is: April 27, 1999.

FOURTH: Adoption of Amendments:

These Articles of Amendment to Articles of Incorporation were first adopted and approved by the Board of Directors and recommended for approval to the shareholders. The foregoing Amendments were approved by the shareholders. The number of votes cast for the Amendments by the holders of the Common Stock was sufficient for approval. No shares of Preferred Stock are issued or outstanding.

Signed this 27th day of April, 1999.


JANE REIFERT, President