



THE UNITED STATES  
CORPORATION  
COMPANY

P96000007235

ACCOUNT NO. : 072100000032

REFERENCE : 496899 5021572

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : August 14, 1997

ORDER TIME : 10:54 AM

ORDER NO. : 496899-005

100002267331--2

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker  
Grocock Loftis & Abramson  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: FUTURETRAK INTERNATIONAL, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG 14 PM 3:18  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

*8/18*  
*John Amend*

RECEIVED  
97 AUG 14 PM 12:17  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1997

CSC  
DEBORAH  
TALLAHASSEE, FL

SUBJECT: FUTURETRAK INTERNATIONAL, INC.  
Ref. Number: P96000007235

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for FUTURETRAK INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must contain a specific date of adoption; August \_\_\_\_, 1997, is not sufficient.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 997A00041495

RECEIVED  
97 AUG 18 AM 8:30  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
FUTURETRAK INTERNATIONAL, INC.

FILED

97 AUG 14 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FutureTrak International, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

Article IV of the Articles of Incorporation is deleted in its entirety and is amended to read as follows:

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is as follows:

1. **Authorized Stock.** This corporation is authorized to issue the following shares of capital stock:

(a) **Common Stock.** The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 with a par value of \$.001 per share.

(b) **Preferred Stock.** The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 5,000,000 with a par value of \$.001 per share.

2. **Description of Common Stock.** Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the corporation. Upon liquidation or dissolution of the corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. **Stock Split.** Each share of Common Stock currently outstanding is hereby split into ten thousand (10,000) shares of Common Stock.

4. **Description of Preferred Stock.** The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which

number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

The foregoing Amendment was adopted on August 11, 1997, by the corporation's Board of Directors and was unanimously approved by all Shareholders by written consent. The number of votes cast by the Shareholders for the Amendment was sufficient for approval by the Shareholders.

Dated this 12 day of August, 1997.

FUTURETRAK INTERNATIONAL, INC.

By: Steve J. Remondini

Name: STEVE J. REMONIN

Title: PRESIDENT