

P96000007235

Florida Department of State

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BASIC AMENDMENT

FUTURETRAK INTERNATIONAL, INC.

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Amendment

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Wednesday, May 05, 1999

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

Pursuant to Section 607.10025 of the Business Corporation Act of the State of Florida, the undersigned President of FutureTrak International, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida adopts the following amendments to its Articles of Incorporation.

1. The Corporation filed its Articles of Incorporation on January 24, 1996 and were assigned document number P96000007235.

2. The following Amendments to the Articles of Incorporation were adopted by all of the directors of the Corporations by unanimous written of the Board of Directors on April 26, 1999, in the manner prescribed by the Florida Business Corporation Act and that at the annual meeting of the shareholders of the Corporation held on January 11, 1999, a majority of the shareholders of each outstanding class of the Corporation's stock approved the following amendment to the Corporation's Articles of Incorporation (said votes cast by the shareholders being sufficient for approval).

Article IV of the Corporation's Articles of Incorporation shall be and hereby is amended and restated to read in its entirety 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 100,000,000 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.

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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. 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;

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(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.

4. Stock Split. On the Effective Date, every four (4) 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.

5. 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.

6. This Amendment to the Corporation's Articles of Incorporation shall be effective as of 7:00 a.m., Miami, Florida, time, on May 13, 1999 (the "Effective Date").

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IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of FutureTrak International, Inc. of the 26th day of April, 1999.

FUTURETRAK INTERNATIONAL, INC.,
a Florida Corporation

By: Steve Remondini Pres
Steve Remondini, President

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