

P96000007235

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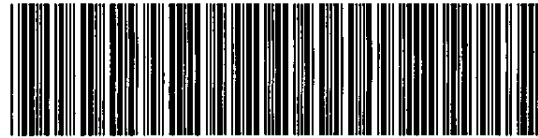
(Business Entity Name)

(Document Number)

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Amend

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07 JUN -5 PM12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Worldcast Interactive, Inc.

DOCUMENT NUMBER: P69000007235

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Tanner

(Name of Contact Person)

Gerstle, Rosen, & Goldenberg, PA

(Firm/ Company)

One Turnberry Place, 19495 Biscayne Blvd. Suite 705

(Address)

Aventura, FL 33180

(City/ State and Zip Code)

For further information concerning this matter, please call:

John Tanner

(Name of Contact Person)

at (305) 937-0116

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WORLDCAST INTERACTIVE, INC.**

FILED:
07 JUN -5 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.0602 of the Business Corporation Act of the State of Florida, the undersigned Court Appointed Receiver and acting President, Secretary and Chairman of the Board of Directors, respectively, of Worldcast Interactive, 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 24th, 1996, which 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 May 7, 2007, in the manner prescribed by the Florida Business Corporation Act.
3. The Articles of Incorporation, as amended, authorizes 10,000,0000 shares of preferred stock, par value \$.001 per share, 5,000,000 of which are issued and outstanding.
4. The Board of Directors is authorized at any time to provide for the issuance of shares of preferred stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relations, participating, optional or other special rights, qualifications, limitations or restrictions thereof.
5. The Board of Directors desires, pursuant to its authority as aforesaid, to designate a new series of preferred stock, set the number of shares constituting such series, and fix the rights, preferences, privileges and restrictions of such series.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby designates a new series of preferred stock and, in accordance therewith, Article IV entitled, "Capital Stock" of the Articles of Incorporation of this Corporation is revised to include the number of shares constituting such series and rights, preferences, privileges and restrictions relating to such series as follows:

1. **Designation and Amount.** The shares of such series shall be designated as the Series C Convertible Preferred Shares (the "Series C Preferred Shares") and shall have a stated value of \$.001 (the "Stated Value") per share, and the number of shares constituting such series shall be 2,000,000.
2. **Dividends and Distributions.** None.
3. **Voting Rights.** The holders of Series C Convertible Preferred Shares shall have voting rights equivalent to 1,000 shares of common stock and in addition:
 - a. The holders of Series C Convertible Preferred Shares shall have the right to notice of shareholders' meetings and the right to attend shareholders' meetings.
4. **Consolidation, Merger, Exchange, etc.** In case the Corporation shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which the Common Shares exchanged for or changed into other stock or securities, money and/ or any other property, than in any such case the Series C Preferred Shares shall at the same time be similarly exchanged or changed into preferred shares of the surviving entity providing the

holders of such preferred shares with (to the extent possible) the same relative rights and preferences as the Series C Preferred Shares.

5. **Conversion.** The holder of Series C Convertible Shares shall be entitled to convert those preferred shares to common shares on a semi-annual, calendar year basis. A holder wishing to so require the corporation to convert such shares shall deliver to the corporation endorsed certificates representing the shares to be converted together with written notice by first-class mail, postage prepaid, stating: (i) the occurrence of the event triggering the conversion right; (ii) the series of preferred shares to be converted, the number of preferred shares to be converted, and whether all or fewer than all of the shares of the preferred series held by the holder are to be converted; (iii) the date fixed for conversion; (iv) the number of common shares to be issued to holder as a result of the conversion. Upon deliver of such certificates and notice of election to convert, holder shall be entitled to receive 1,000 shares of common stock for each share being converted, subject to the following adjustments, terms, and conditions: No fractional shares shall be issued on conversion, but the corporation shall pay cash for any fractional shares of common stock to which the holders may be entitled, at the fair market value of the common shares at the time of conversion.
6. **Vote to Change the Terms of Series B Preferred Shares.** The Approval of the Board of Directors for such purpose (or the written consent without a meeting) of the holders of not less than two-thirds (2/3) of the then outstanding Series C Preferred Shares shall be required to amend, alter, change or repeal any of the powers, designations, preferences and rights of the Series C Shares.

The foregoing amendment was duly adopted by the Board of Directors of the Corporation, dated as of May 7, 2007, pursuant to Section 607.0821 and 607.0602 of the Florida Business Corporation Act which does not require shareholder approval.

IN WITNESS WHEREOF, I have executed this amendment this ____ day of May 2007.



By: Brian Goldenberg
Court Appointed Receiver, Acting
President and Sole Member of the
Board of Directors

The date of each amendment(s) adoption: May 7th, 2007

Effective date if applicable: May 7th, 2007
(no more than 90 days after amendment file date)

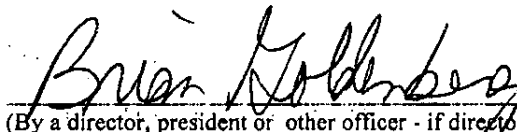
Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian Goldenberg

(Typed or printed name of person signing)

Court Appointed Receiver

(Title of person signing)

FILING FEE: \$35