

P 96000007235

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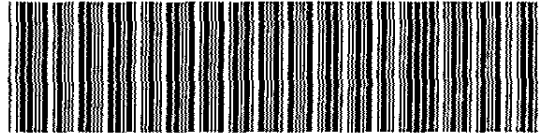
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

10/3/07

DC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WORLDCAST INTERACTIVE, INC.

DOCUMENT NUMBER: P96000007235

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)

WORLDCAST INTERACTIVE, INC.

(Firm/ Company)

19495 BISCAYNE BOULEVARD, SUITE 705

(Address)

AVENTURA FL 33180

(City/ State and Zip Code)

For further information concerning this matter, please call:

MARK RENTSCHLER

(Name of Contact Person)

at (702) 448 7113

(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

**Articles of Amendment
to
Articles of Incorporation
of**

WORLDCAST INTERACTIVE, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000007235

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered," "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amendment to Article IV, please see attached.

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TALLAHASSEE, FLORIDA

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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

The undersigned, Mark Rentschler, hereby certify that:

1. He is the duly elected and acting President, Secretary, and Sole member of the Board of Directors, respectively, of Worldcast Interactive, Inc., a Florida corporation.
2. ARTICLE IV of the Articles of Incorporation is amended to read as follows"

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 520,000,000 of which 500,000,000 shares shall be designated common stock, with \$.001 par value per share and 20,000,000 shares shall be designated as preferred stock, with \$.001 par value per share.

Preferred Stock:

The Board of Directors of the Corporation is vested with the authority to determine and state the designations and preferences, limitations, relative rights and voting rights, if any, of each series by the adoption and filing in accordance with Florida Corporations Code, before the issuance of any shares of such series, of an amendment or amendments to this Certificate of incorporation determining the terms of such series, which amendment need not be approved by the stockholders or the holders of any class or series of shares except as provided by law. All shares of preferred stock of the same class shall be identical.

No share shall be issued without consideration being exchanged, and it shall thereafter be non-assessable.

FIRST: The Common Stock shall have voting rights such that each share of Common Stock duly authorized, issued and outstanding shall entitle its holder to one vote.

SECOND: Notwithstanding any provision of the Certificate of Incorporation to the contrary, the affirmative vote of a majority of all votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such actions by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (i) any amendment of this Certificate of Incorporation;
- (ii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (iii) the sale, lease, exchange or other transfer of all, or substantially, all of the property and assets of the Corporation, including its goodwill and franchises;

- (iv) the participation by the Corporation in share exchange (as defined in Florida Corporations Code); and
- (v) the voluntary or involuntary liquidation, dissolution or winding-up of or the revocation of any such proceedings related to the Corporation.

THIRD:

The Preferred Stock is hereby established in three series of Preferred Stock of the Corporation designated "Series A Preferred Stock", "Series B Preferred Stock", and "Series C Preferred Stock". The number of shares of "Series A Preferred Stock" shall be 13,000,000 shares, with \$.001 par value. The number of shares of "Series B Preferred Stock" shall be 4,000,000 shares, with \$.001 par value. The number of shares of "Series C Preferred Stock" shall be 3,000,000 shares, with \$.001 par value.

The Series C Preferred Stock shall have superiority voting rights equal to 1,000 votes per share. In the event that such votes do not total 51% all votes, then regardless of the provisions of this paragraph, in any such case, the votes cast by Series C Preferred Stock shall be equal to 51% of all votes cast at any meeting of shareholders, or any issue put to the shareholders for voting and the Company may state that any such action was had by majority vote of all shareholders. Furthermore the holders of Series C Preferred Stock have the right to the majority of the Directors to the Board of the Company and to further amend the Articles of Incorporation to ensure the furtherance of the Company and its operations.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of his own knowledge.

Executed 9/27, 2007.



Mark Rentschler, President & Director



Mark Rentschler, Secretary

The date of each amendment(s) adoption: September 26th, 2007

Effective date if applicable: September 26th, 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)

MARK RENTSCHLER

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35