

**CORPORATE
ACCESS,
INC.**

P96000021511

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P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 , Fax (904) 222-1666

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Amendment

1.) *Virtual International Inc.*
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SPECIAL INSTRUCTIONS _____

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DIVISION OF CORPORATION

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Amendment
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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
VIRTUAL INTERNATIONAL, INC.

1. The name of the corporation is VIRTUAL INTERNATIONAL, INC.
2. Article IV of the Articles of Incorporation of VIRTUAL INTERNATIONAL, INC. is hereby amended in its entirety to read as follows, said amendment to become effective upon filing with the Department of State.

ARTICLE IV

CAPITAL STRUCTURE

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Ten Million (10,000,000) shares of Common Stock, with a par value of One-Tenth of One Cent (\$0.001) per share (the "Common Stock"), and Ten Thousand (10,000) shares of Series A Preferred Stock, with a par value of One-Tenth of One Cent (\$0.001) per share (the "Preferred Stock").

Except as otherwise provided in these Articles of Incorporation, the Board of Directors is hereby authorized to fix the number of shares, and determine the designation of each series of preferred shares and may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series the number of shares of which is fixed by the Board as herein authorized, the Board may, within any limits and restrictions stated in the resolution or resolutions of the Board originally fixing the number of shares constituting any series, increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting the decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of that series.

A description of the respective classes of stock and a statement of the designations, preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. PREFERRED STOCK

4.1. Authorized Number of Shares. The Preferred Stock shall consist of Ten Thousand (10,000) shares, with a par value of One-Tenth of One Cent (\$0.001).

4.2. Dividends on Preferred Stock. The holders of the Preferred Stock shall be entitled to receive dividends, when and as declared by the Board of Directors, out of any funds legally available therefor at the rate of Six Percent (6%) of the redemption price of One Thousand Dollars (\$1,000.00) per share per annum, payable as follows:

(a) Dividends shall be payable in preference and priority to any payment of any dividend on common stock and payable annually in the month of January of each year, or otherwise as the Board of Directors may from time to time determine. The right to such dividends shall not be cumulative, and no right shall accrue to the holders of such shares by reason of the Board of Director's failure to pay or declare and set apart dividends thereon for any given period as herein provided.

(b) Convertibility. Upon majority vote of the Board of Directors, the Preferred Stock may be converted into shares of Common Stock of the Corporation. The number of shares of Common Stock and all other terms of any conversion is to be determined at the sole discretion of the Board of Directors.

4.3. Redemption of Preferred Stock. The shares of Preferred Stock shall be redeemed as follows:

(a) The Corporation, at the option of the Board of Directors, may at any time redeem the whole or from time to time redeem any part of the Preferred Shares outstanding by paying in cash therefor an amount equal to the Redemption Price per share. The Corporation shall give written notice of redemption not less than 30 days prior to the date fixed for redemption to each holder of record of shares of Preferred Stock to be redeemed, by certified mail, postage prepaid and addressed to each such holder at its address as shown in the records of the Corporation (hereinafter called the "redemption notice"). The redemption notice shall specify the number of shares to be redeemed, the Redemption Price and the place and date (which date shall not be legal holiday) on which the shares shall be redeemed. Should only a part of the outstanding preferred shares be redeemed, such redemption shall be effected by lot, as prescribed by the Board of Directors, or pro rata. On or after the date fixed for redemption, each holder of preferred shares called for redemption shall surrender his certificate for such shares to the Corporation at the place designated in the redemption notice and shall thereupon be entitled to receive payment of the Redemption Price. Should less than all the shares represented by any surrendered certificate be redeemed, a new certificate for the unredeemed shares

shall be issued. If the redemption notice is duly given and if sufficient funds are available therefor on the date fixed for redemption, then, whether or not the certificates evidencing the shares to be redeemed are surrendered, all rights with respect to such shares shall terminate on the date fixed for redemption, except the right of the preferred stock holders to receive the Redemption Price, without interest, on surrender of their certificate therefor.

(b) If, on or prior to any date fixed for redemption of redeemable shares as herein provided, the Corporation deposits with any bank or trust company in Florida, as a trust fund, a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to publish the notice of redemption thereof, or to complete such publication if theretofore commenced, and to pay, on and after the date fixed for redemption or prior thereto, the Redemption Price of the shares to their respective holders on surrender of their share certificates, then from and after the date of the deposit, even though such date may be prior to the date fixed for redemption, the shares so called shall be redeemed and dividends on those shares shall cease to accrue after the date fixed for redemption. The deposit shall constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall no longer be outstanding, and the holders thereof shall cease to be shareholders with respect to such shares and shall have no rights with respect thereto, except the right to receive from the bank or trust company payment of the Redemption Price of the shares, without interest, on surrender of their certificates therefor.

(c) Shares redeemed by the corporation shall be restored to the status of authorized but unissued shares of the corporation.

4.4. Liquidation.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Preferred Stock then outstanding shall be entitled, before any distribution or payment is made upon the Common Stock, to be paid an amount equal to the Redemption Price per share of Preferred Stock. If upon such liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of Preferred Stock are insufficient to permit full payment to the holders of Preferred Stock, then the entire assets of the Corporation to be so distributed shall be distributed ratably among Preferred Stock holders. Upon any such liquidation, dissolution or winding up of the Corporation, after the holders of Preferred Stock shall have been paid in full the amounts to which they shall be entitled, the remaining net assets of the Corporation may be distributed to the holders of the Common Stock.

(b) The Corporation shall give written notice of such liquidation, dissolution or winding up, not less than thirty (30) days prior thereto, to each holder of record of Preferred Stock, by certified mail, postage prepaid and addressed to each such holder at its address as shown by the records of the Corporation. Such notice shall specify the amount of the liquidation payments and the place where such payments shall be payable.

(c) The consolidation or merger of the Corporation into or with any other entity or entities which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof, and the sale or transfer by the Corporation of all or substantially all its assets, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 4.4.

4.5. Voting Rights. Except as may be otherwise provided by law, the Preferred Stock shall have no voting rights.

4.6. Amendments. No provision of these terms of the Preferred Stock may be amended, modified or waived without the written consent or the affirmative vote of the holders of at least 51% of the then outstanding shares of Preferred Stock.

4.7 Redemption Price. The "Redemption Price" shall mean the fair market value of each common share immediately prior to the change of its name and designation to a preferred share plus all dividends declared and unpaid thereon to and including the date of redemption. The Redemption Price shall be fixed by the Board of Directors and shall be final and binding on the Corporation and the shareholders except in the event that the Canadian Minister of National Revenue, or any other competent authority, at any time questions or proposes to issue or issues any assessment or assessments that would impose any liability for tax of any nature or kind on the basis that the fair market value of the common shares immediately prior to the change of their name and designation to Series A Preferred Shares is greater or lesser than the price fixed by the Board of Directors. In such event, the Redemption Price shall be calculated using the fair market value determined by agreement between the taxing authority and the Corporation or by a competent tribunal. The right to such dividends on Series A Preferred Shares shall not be cumulative, and no right shall accrue to the holders of such shares by reason of the Board of Director's failure to pay or declare and set apart dividends thereon for any given period as herein provided.

B. COMMON STOCK

4.8. Relative Rights of Preferred Stock and Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to the Preferred Stock.

4.9. Voting Rights. Except as otherwise required by law or these Articles of Incorporation, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

4.10. Dividends. Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the outstanding shares of Common Stock with respect to the same dividend period. Subject to the preferential rights of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

4.11. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or these Articles of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them.

4.12. Preemptive Right. The holders of Common Stock shall have preemptive right to purchase such shares of Common Stock of the Corporation that may be issued by the Corporation at the issue prices determined by the Board of Directors of the Corporation.

3. This amendment to the Articles of Incorporation of Virtual International, Inc. was unanimously adopted by the shareholders of the Corporation on October 22, 1997, said amendment intended to become effective upon filing with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned this 1st day of DECEMBER, 1997.

VIRTUAL INTERNATIONAL, INC.,
a Florida corporation

By: Harold H. Anthony
Harold H. Anthony, President

Attest:

Nancy Anthony
Asst Secretary