

P96000030213

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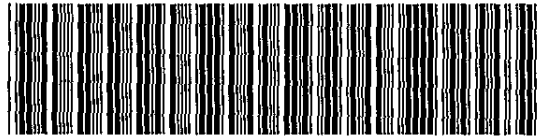
(Business Entity Name)

(Document Number)

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Amend

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July 20, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Epixtar Marketing Corp.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Epixtar Marketing Corp.**

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P 96000030213

(Document Number of Corporation (if known))

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: **Article IV, Capital Stock**, has been amended by adding two new Sections, Article IV (a) and Article IV (b) (A) as follows:

Article IV (a)

The board of directors is hereby empowered to authorize by resolution(s) from time to time the issuance of one or more classes or series of Preferred Stock and to fix the voting powers, and such designations, powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to such class or series of Preferred Stock, and the number of shares constituting each such class or series, and to increase or decrease the number of shares of any such class or series to the extent permitted by the Florida Business Corporation Act.

Article IV (b)

A. SERIES A PREFERRED STOCK

1. **DESIGNATION.** A series of preferred stock designated as Series A Preferred Stock (hereinafter referred to as the "Series A Shares") which shall have rights, privileges, restrictions and conditions set forth hereinafter.

2. **—AMOUNT.** There shall be **1,000 shares** of Series A Shares authorized, having a par value of \$.001 per share.

3. **VOTING RIGHTS.** Except as otherwise expressly required by law or as hereinafter set forth, the holders of Series A Stock shall have no right to vote on any matter.

(a) Following the initial issuance of Series A Stock, no additional shares of Series A Stock shall be issued, and no additional shares of Series A Stock shall be authorized, without the consent of holders of 85% of the outstanding shares of Series A Stock.

(b) Upon the Corporation's failure to comply with any provision of any agreement between the Corporation and a holder of Series A Stock, the holders of Series A Stock shall be entitled, immediately, and thereafter until the earlier to occur of the cure of any such default or the payment in full in cash of all obligations and liabilities of the Corporation to Laurus Master Fund, Ltd. ("Laurus") under the Secured Convertible Term Note dated July 15, 2005 and the Purchase Agreement and Related Agreements therein referred to (as each such instrument and agreement may be amended, modified and supplemented from time to time)(the "Obligations"), to elect a majority of directors, and, to so enable the holders of Series A Stock, the number of directors constituting the board shall be increased, immediately, and thereafter from time to time until such default shall be cured.

(c) Without the consent of holders of 85% of the outstanding shares of Series A Stock, the Corporation shall not file or consent to the filing of a petition in bankruptcy; admit its insolvency or inability to pay its debts as they come due; consent to the appointment of a receiver, trustee, or like person for the Corporation's business or assets; make an assignment for benefit of creditors; or, except in the ordinary course of its business, transfer any of its assets.

(d) Without the consent of holders of 85% of the outstanding shares of Series A Stock, the Corporation shall not amend the articles of incorporation, be party to any merger or share exchange, or otherwise undertake any transaction having an effect described or referred to in Section 607.1004 of the Florida Statutes; causing any outstanding share of Series A Stock to cease to exist; or otherwise adversely affecting any right of a holder of Series A Stock.

4. **DIVIDENDS.** Subject to the rights of holders of any series of Preferred Stock senior to the Series A Stock, holders of Series A Stock shall be entitled to receive on December 15 of each year, when, as, and if declared by the Board of Directors, out of funds of the Corporation legally available for the payment of dividends, before any dividend shall be paid to the holders of Common Stock, non-cumulative dividends per share equal to the quotient obtained by dividing \$1,000 by the number of shares of Series A Preferred Stock outstanding as of the close of business on the day before payment.

5. **LIQUIDATION, DISSOLUTION OR WINDING-UP.** Subject to the rights of holders of any series of Preferred Stock senior to the Series A Stock, in the event of any

voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Series A Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock, a distribution per share equal to the quotient obtained by dividing \$1,000 by the number of shares of Series A Preferred Stock outstanding as of the close of business on the day before payment shall be made.

6. **REDEMPTION.** Upon payment in full in cash of all Obligations to Laurus, the Corporation may redeem the Series A Stock for \$0.01 per share.

SECOND: The date of adoption for this amendment is: July 19, 2005.

THIRD: Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 19th day of July, 2005.

Signature: _____

Irving Greenman, President and Director