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HUGHES & HUGHES
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1000 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20036

GEORGE J. HUGHES
ELIZABETH HUGHES

December 22, 1999

FAX (202) 659-3340
(202) 659-3792

Florida Department of State
Division of Corporation
409 E. Gains Street
P.O. Box 6327
Tallahassee, Florida 32399

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--12/27/99--01131--010
*****35.00 *****35.00
100003081161--5
--12/27/99--01131--011
*****17.00 *****17.00

Re: What's Up America, Inc.
Articles of Amendment

Dear Sir or Madame,

I represent What's Up America, Inc., a Florida domestic profit corporation.

1. Please accept the enclosed Articles of Amendment for What's Up America, Inc. for filing with the Department of State.
2. Please return two (2) certified copies of the Articles of Amendment in the enclosed self-addressed Express Mail Envelope.

Enclosed is my check in the sum of Thirty-Five Dollars (\$35.00) as payment for the Articles of Amendment. Additionally, I have enclosed a second check in the sum of Seventeen Dollars (\$17.00) as payment for two (2) certified copies of the Articles of Amendment.

Please return the requested certified copies of the Articles of Amendment in the enclosed self-addressed Express Mail Envelope. Please call me collect at (202) 659-3340 if you have any questions regarding the enclosed documents.

Thank you for your assistance in this matter. Best wishes to you and your families of the Holiday Season.

Sincerely,

Elizabeth Hughes
Elizabeth Hughes

Amend.

V. SHEPARD JAN 7 2000

FILED
99 DEC 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

WHAT'S UP AMERICA, INC.

(present name)

FILED
99 DEC 27 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV. Capital Stock has been amended to read as follows:

ARTICLE IV. CAPITAL STOCK. The corporation is authorized to issue Fifteen Hundred (1,500) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 10, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

Signed this 21st day of December, 19 99.

Signature Z I R A
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Fernando Batista

Typed or printed name

President

Title