

P97000010257
paul m. galant

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October 10, 1997

TRANSMITTAL MEMORANDUM

Division of Corporations
Department of State
POB 6327
Tallahassee, FL 32314

700002319037--7
-10/13/97--01104--019
*****87.50 *****87.50

re: Florida Internet Stock Exchange Inc.
Document #P97000010257

Enclosed find two (2) executed originals of the Articles Of Amendment To
The Articles Of Incorporation for the captioned corporation.

Also enclosed find payment by check in the sum of \$87.50 to cover the filing
fee and the cost of a certified copy, to be returned to the undersigned.

Paul M. Galant
561 289-5175

FILED
97 OCT 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend NK

• OCT 17 1997

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA INTERNET STOCK EXCHANGE INC.**

FILED
97 OCT 13 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. The name under which this Corporation was formed is:
FLORIDA INTERNET STOCK EXCHANGE INC.

Article II. The Articles of Incorporation of the Corporation were filed on the 29th day of January, 1997 by the Secretary of State of the State of Florida.
(Document #P97000010257).

Article III. Articles 1 and 4 of the Articles Of Incorporation are hereby deleted in their entirety, and respectively replaced by the following:

Article 1. *The name of this Corporation is:*
Florida Diet Services Inc.

Article 4. This Corporation is authorized to issue **Thirty Million (30,000,000)** shares of Capital Stock as follows:

4.1 Preferred Stock. Five Million (5,000,000) shares of no par value Preferred Stock, upon such terms and conditions as the Board of Directors may determine at the time of issuance, without further action of the stockholders being required. Such preferred shares may or may not be issued in series, convertible into shares of Common Stock, redeemable by the Company and entitled to cumulative dividends. Other terms and conditions may be imposed at the time of issuance.

4.2 Common Stock. Twenty-Five Million (25,000,000) shares of Common Stock, having the par value of \$0.001 per share. The holders of Common Stock are entitled to one vote for each share held on all matters submitted to a vote of shareholders. Holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of outstanding Preferred Stock. The holders of Common Stock have no preemptive, subscription, redemption or conversion rights.

Article V. This first Amendment to the Articles of Incorporation shall take effect immediately on its adoption by the undersigned, being the sole stockholder and director of the corporation.

IN WITNESS WHEREOF, the undersigned under the penalty of perjury has executed this Amendment to the Articles Of Incorporation this 10th day of October, 1997.


Paul M. Galant, Sole Stockholder and Director
President