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BIZNET GROUP, INC.

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FILED  
06 JAN 17 AM 10:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATEAMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OFBiznet Group, Inc.

Pursuant to Florida Statutes § 607.1006

And including the

DESIGNATION OF THE PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS  
CONVERTIBLE PREFERRED STOCK - SERIES I, SERIES II and SERIES III

Pursuant to Florida Statutes §507.0601 and §607.0602

EFFECTIVE DATE 2/20/06

First. The name of this Corporation is: Biznet Group, Inc.

Second. The Florida Secretary of State filed the Articles of Incorporation on January 29, 1997 under Florida File Number: P97000010257.

Third. The Board of Directors adopted the following Amendment pursuant to Florida Statutes §607.0821, on the 16<sup>th</sup> day of January 2006, to take effect on the 20<sup>th</sup> day of February, hereinafter referred to as the Effective Date, to wit:

A) Recapitalization. Each share of the presently authorized and issued shares of Common Stock of the Corporation shall be exchanged for 1/10 of One Share of the Common Stock as newly authorized hereinafter. Neither fractional shares nor shares in less than round lots (i.e., 100 shares) shall be issued.

B) Article First shall be amended to change the name of the Corporation to ProMed Alliance International, Inc. as follows:

Article I. The name of this corporation is  
ProMed Alliance International, Inc.

C) Articles 4 of the Amended Articles of Incorporation, as effective May 6, 2003, is hereby deleted and replaced in its entirety by the following:

1) Article 4. This Corporation is authorized to issue ONE HUNDRED MILLION (100,000,000) shares of Capital Stock as follows:

4.1 *Preferred Stock.* Five Million (5,000,000) shares of Preferred Stock, subject to the following designations:

4.1-1. One Million (1,000,000) shares are hereby designated as:

Series I, \$0.001 par value Convertible Preferred Stock

each share of which shall be exchangeable for three (3) shares of \$0.001 par value Common Stock, without any further consideration required and upon such other terms and conditions as may be designated by the Board of

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Directors at or prior to their issuance, without further action of the Shareholders.

4.1-2. One Million (1,000,000) shares are hereby designated as:

Series II, \$0.001 par value Convertible Preferred Stock

Each share of Series II Convertible Preferred Stock may be exchanged at any time after one year from the date of issuance, without further consideration, for One (1) share of the Issuer's \$0.001 par value Common Stock. Series II shares are not entitled to any dividends other than as may be declared from time to time by the board of directors; any such dividends would not be cumulative unless specifically deemed as such when declared by the board. If the board declares cash or stock dividends on the Common Stock of the Corporation the shares of Series II Convertible Preferred Stock (\$0.001 par value) shall participate as if it had been exchanged for shares of Common Stock prior to the declaration of such dividends. Each Series II share has One vote in all actions properly brought for a vote by the shareholders. In the event of a partial or full liquidation and distribution of assets or pursuant to a voluntary or involuntary dissolution, Series II shares take precedence over and are senior to all subsequent issuances of Preferred stock and to all of the Common Stock of the Issuer, regardless of when such common shares were issued. Voting rights shall be equal to the number of shares of Common Stock into which these Series I shares are convertible.

4.1-3. One Million (1,000,000) shares are hereby designated as:

Series III, \$0.001 par value Convertible Preferred Stock

Each share of Series III Convertible Preferred Stock may be exchanged at any time after issuance, without further consideration, for One (1) share of the Issuer's \$0.001 par value Common Stock. On the third anniversary of their Issuance Date, all Series III shares shall automatically convert to an equal number of Common shares (\$0.001 par value) without further consideration. Series III shares are not entitled to any dividends other than as may be declared from time to time by the board of directors; any such dividends would not be cumulative unless specifically deemed as such when declared by the board. If the board declares cash or stock dividends on the Common Stock of the Corporation the shares of Series III Convertible Preferred Stock (\$0.001 par value) shall participate as if it had been exchanged for shares of Common Stock prior to the declaration of such dividends. Each Series III share has One vote in all actions properly brought for a vote by the shareholders. In the event of a partial or full liquidation and distribution of assets or pursuant to a voluntary or involuntary dissolution, Series III shares take precedence over and are senior to all subsequent issuances of Preferred stock and to all of the Common Stock of the Issuer, regardless of when such common shares were issued. Voting rights shall be equal to the number of shares of Common Stock into which these Series III shares are convertible.

4.1-4. Two Million (2,000,000) shares of no par value Preferred Stock shall remain without designation; which shares may be issued on such

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terms and conditions as designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

4.2 *Common Stock*. Ninety-Five Million (95,000,000) shares of the Capital Stock shall be designated as Common Stock, having the par value of \$0.001 per share.

Unless otherwise designated herein, all shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders. The Board of Directors may issue preferred shares with voting rights equal to the number of common shares into which such preferred shares are convertible.

ii) Article 12 is hereby deleted in its entirety.

iii). This Amendment shall take effect on the 20<sup>th</sup> day of February 2006.

Fourth. The foregoing Amendment to the Articles of Incorporation has been duly adopted on the 16<sup>th</sup> day of January 2006: pursuant to Florida Statutes §607.0821 by the unanimous written consent of the Board of Directors; and §607.0704, by the affirmative written consent of Shareholders representing approximately Ninety-One (91%) percent of the issued and outstanding shares of capital stock entitled to vote, which number of shares was sufficient for such approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 16<sup>th</sup> day of January 2006.

  
Willis B. Hale, President

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