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Division of Corporations

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**BASIC AMENDMENT**

**BIZNET GROUP, INC.**

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**Articles of Amendment  
To The  
Articles of Incorporation  
of**

**BIZNET Group, Inc.**

*Pursuant to the provisions of Florida Statutes 607.1006*

**EFFECTIVE DATE**  
**5-6-03**

**First.** The name of the corporation is: BIZNET Group, Inc.

**Second.** The Board of Directors adopted the following Amendments on the 21<sup>st</sup> day of April 2003 to take effect on the 6<sup>th</sup> day of May 2003, hereinafter referred to as the Effective Date:

(A) As of the Effective Date hereof, each share of the presently authorized and issued shares of Common Stock of the Corporation shall be exchanged for 1/250<sup>th</sup> of One Share of the Common Stock as newly authorized hereinafter. Fractional shares shall not be issued. The presently issued share certificates shall be null and void as of the Effective Date, and the corporation shall issue replacement certificates at no charge to the shareholders.

(B) As of the Effective Date hereof, Article 4 of the Articles Of Incorporation is hereby deleted and replaced in its entirety by the following:

**Article 4.** This Corporation is authorized to issue FIFTY MILLION (50,000,000) shares of Capital Stock as follows:

**4.1 Common Stock.** Forty-Five Million (45,000,000) shares of which shall be designated as *Common Stock*, having the par value of \$0.0001 per share.

**4.2 Preferred Stock.** Five Million (5,000,000) shares of Preferred Stock, as follows:

**4.2-1 One Million (1,000,000) shares** are hereby designated as: **Series I Convertible Preferred Stock (\$0.0001 par value)**; each share of which shall be exchangeable for three (3) shares of \$0.0001 par value Common Stock, without any further consideration being required; and upon such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance, without further notice to, or action of, the Shareholders.

**4.2-2 Four Million (4,000,000) shares** of no par value Preferred Stock shall remain without designation until such time as the Board of Directors shall, in their discretion, determine to issue part or all of such shares, and upon such terms and conditions as they designate, without further notice to, or action of, the Shareholders.

**4.3 Voting Rights.** All shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders. Shares of Convertible Preferred may be issued with voting rights commensurate with the number of shares of Common Stock, which are issuable upon such conversion.

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(C) As of the Effective Date hereof, the following provisions will be added to the Articles of Incorporation:

**Article 12.** Notwithstanding any provisions herein, or as provided in Florida Statutes, a majority of the Board of Directors voting in person at a meeting duly called and held, or by their written consent taken in lieu of such a meeting, may remove a member of the Board for cause, and may elect a replacement to serve until the next meeting of Shareholders.

**Article 13.** Notwithstanding any provisions in the Florida Statutes to the contrary, the by-laws of this Corporation may be adopted, altered, amended or repealed by the affirmative vote of a majority of either the Board of Directors or of the Shareholders.

**Article 14.** The Board of Directors is hereby authorized to declare and issue as a share dividend, shares of another class or series of the Corporation without the prior consent of those entitled to vote in a shareholder vote of that class or series to be issued.

**Article 15.** The Corporation shall not be subject to either the 'Affiliated Transactions' provisions of Florida Statutes Section 607.0901; or the 'Control Shares' provisions of Florida Statutes Section 607.0902.

**Third.** The Effective Date hereof shall be the 6<sup>th</sup> day of May 2003.

**Fourth.** This Amendment to the Articles of Incorporation has been duly adopted on the 21<sup>st</sup> day of April 2003 by the unanimous written consent of the Directors as authorized by Florida Statutes 607.0821; and pursuant to Florida Statutes 607.0704 by the affirmative written consent of shareholders representing 63.4 % 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 21<sup>st</sup> day of April 2003.



Willis B. Hale  
Chief Executive Officer/Director

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