

P97000051481

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BASIC AMENDMENT ULTRA BIKE CORPORATION

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ULTRA BIKE CORPORATION

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9/16/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 17, 1999

ULTRA BIKE CORPORATION
564010 ARBOR CLUE WAY
BOCA RATON, FL 33433

SUBJECT: ULTRA BIKE CORPORATION
REF: P97000051481

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ULTRA BIKE CORPORATION

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The Articles of Incorporation of Ultra Bike Corporation, a Florida corporation (the "Corporation"), are hereby amended as follows:

Article III is deleted in its entirety and substituted by the following:

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 22,000,000 shares, which are to be divided into three classes as follows:

10,000,000 shares of Class A Common Stock, par value \$.0001 per share which shall be entitled to three (3) votes per each share so issued and outstanding, and shall be convertible on a share for share basis and at the option of the holder and for no additional consideration into shares of the Company's Class B Common Stock as described below,

10,000,000 shares of Class B Common Stock, par value \$.0001 which shall be entitled to one (1) vote per each share so issued and outstanding; and

2,000,000 shares of preferred stock, par value \$.0001 per share.

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Prepared by: Kipnis Tescher Lippman & Valinsky
100 NE 3rd Avenue, Suite 610
Fort Lauderdale, FL 33301
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019

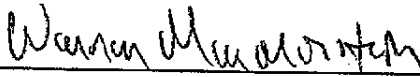
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The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution(s) providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

The foregoing was adopted by the written consent of the Directors and the majority of the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704, Florida Statutes as of September 1, 1999. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated September 20, 1999.


Warren Marmorstein, Chief Executive Officer

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Prepared by: Kipnis Tescher Lippman & Valinsky
100 NE 3rd Avenue, Suite 610
Fort Lauderdale, FL 33301
(954)467-1964
Jay Valinsky, Esq. FLA BAR NO. 625019

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