



P97000055973

FILED  
97 NOV 12 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

10/27/97

Pamela Hall, Document Specialist  
Corporate Information  
Dept of State - Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002355061--8  
-11/24/97-01023-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Ms. Hall:

The board has moved to amend the Articles of Incorporation per the enclosures.  
Please forward your notification of acceptance as soon as possible. If you have any  
questions you can reach me at the number below.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "John P. Foster", is written over a horizontal line. The signature is stylized and cursive.

John P. Foster  
CEO

JPF/bsf

VS NOV 17 1997

Amend

RECEIVED  
97 OCT 30 AM 11:07  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1997

JOHN F. FOSTER  
ALLIANCE COMPUTING TECHNOLOGIES, INC.  
3105 W. WATERS AVE., STE. 215  
TAMPA, FL 33614

SUBJECT: ALLIANCE COMPUTING TECHNOLOGIES, INC.  
Ref. Number: P97000055973

We have received your document for ALLIANCE COMPUTING TECHNOLOGIES, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 497A00053588

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
97 NOV 12 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Alliance Computing Technologies Inc.

(present name)

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 III

ARTICLE IV

See Attached

**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:

N/A

THIRD: The date of each amendment's adoption: August 15, 1997

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 day 10 of November, 19 97

Signature

John P. Foster

[Signature] CEO, Founder, Sole Stockholder  
(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)

John P. Foster

Typed or printed name

Incorporator

Title

The following are notes re: amendments to the Articles Of Incorporation for Alliance Computing Technologies, Inc.

### **ARTICLE III - CAPITAL STOCK**

This article is hereby amended to set out the different classes of stock which will be issued by the corporation. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time will remain at 10,000,000 shares of common stock having a par value of \$.001 per share but shall be further divided into "Class A Common" and "Class B Common".

#### **"Class A Common"**

Each share of "Class A Common" entitles the holder thereof to one vote on all matters submitted to a vote of the stockholders including the election of directors. The holders of "Class A Common" Stock do not have cumulative voting rights. The holders of a simple majority of the outstanding shares have the power to elect all of the directors. The holders of "Class A Common" stock do not have preemptive, redemption or conversion rights. Holders of "Class A Common" Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors, from time to time, out of funds legally available therefor. If the Company is liquidated, dissolved, or wound up, holders of the "Class A Common" have the right to receive a ratable portion of the assets remaining after the payment of creditors and the holder of the shares of the Convertible Preferred Stock or any other class of preferred stock to the extent that the then existing terms of the preferred stock grant them priority over the holders of shares of "Class A Common" Stock.

#### **"Class B Common"**

Each share of "Class B Common" can be redeemed by the company for \$2.00 per share at anytime up until June 23, 2000. Holders of "Class B Common" may convert their shares to "Class A Common" with a payment of \$2.00 per share at any time up until June 23, 2000. "Class B Common" stock shall not have voting rights.

The corporation is also authorized to have outstanding at any one time 2,000,000 preferred shares having a par value of \$.001 per share. These shares Convertible Preferred Shares with a redemption feature, which have been designated as the Company's "Preferred Stock. " Holders of Preferred Shares are entitled to receive cumulative dividends at an annual rate of 10%. The date on which this feature is to begin shall be set by the Board of Directors. Each share of Convertible Preferred Stock is convertible within 180 days following the date on which this offering terminates into one share of the Common Stock of the Company. This conversion privilege will cost \$1.00 per share converted and is at the option of the holder thereof. The Company has the option to redeem all shares of Convertible Preferred Stock on or after the third anniversary of Termination Date at the redemption price of \$1.00 per share, together

with all accrued and unpaid dividends to the date of redemption. The holders of Preferred Stock do not have voting, preemptive or redemption rights.

***ARTICLE IV - ADDRESS***

The street address of the corporation is hereby changed to 3105 W. Waters Ave., Suite 215, Tampa, FL 33614. All official correspondence should be sent to this address.