

P97000066824

Requester's Name

Slicky Web Inc.

411 East Atlantic Ave. #6
Delray Beach, Florida, 33483

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ 300004422723--6
-06/15/01--01070--009
(Corporation Name) (Document #) *****35.00 *****35.00
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

01 OCT 16 PM 3:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 2001

STICKYWEB INC.
411 E. ATLANTIC AVE., #6
DELRAY BEACH, FL 33483

SUBJECT: STICKY WEB, INC.
Ref. Number: P97000066824

We have received your document for STICKY WEB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Teresa Brown
Corporate Specialist

Letter Number: 401A00038161

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
STICKY WEB, INC.**

FILED
01 OCT 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0602 of the
Florida Business Corporation Act

Pursuant to Section 607.0602 of the Florida Business Corporation Act (the "FBCA"), Sticky Web, Inc. (the "Corporation") hereby adopts the following Amendment to its Articles of Incorporation (the "Amendment"):

1. The name of the Corporation is Sticky Web, Inc.
2. The Amendment set forth below was duly adopted on June 1, 2001 by the Board of Directors pursuant to a special meeting, duly called and held in accordance with Section 607.0820 of the FBCA.
3. Shareholder approval was not required to set forth this amendment.
4. This Amendment to the Corporation's Articles of Incorporation shall amend Article V. Capital Stock in its entirety as follows:

Article V.

Capital Stock

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred million (100,000,000) shares having a par value of \$.001 per share, of which ninety-five million 95,000,000 shall be designated as Common Stock and five million (5,000,000) shares shall be designated as Preferred Stock.

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the Board of Directors is authorized to fix with respect to each series (a) voting rights; (b) the dividend rate; (c) redeemable features, if any; (d) rights upon liquidation; (e) whether or not the shares of such series shall be subject to a purchase, retirement or sinking fund provision; (f) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (g) restrictions, if any, upon the payment of dividends on Common Stock; (h) restrictions, if any, upon the creation of indebtedness; (i) voting powers, if any, of the shares of each series; and (j) such other rights, preferences and limitations as shall not be inconsistent with the laws of the State of Florida.

The shares of Series A Preferred stock have 5 Common share voting rights per each Preferred share.

A. SERIES A CONVERTIBLE PREFERRED STOCK

1. Designation and Amount. The shares of such series shall have a par value of \$.001 per share and shall be designated as "Series A Convertible Preferred Stock." The number of shares constituting the

Series A Convertible Preferred Stock shall be One Million, Two Hundred Fifty Thousand (1,250,000). The Corporation may issue fractional shares of Series A Convertible Preferred Stock.

1.1 One Million (1,000,000) Series A Convertible Preferred Stock have been issued to Thomas L. DiStefano III.

1.2 Two Hundred Fifty Thousand (250,000) Series A Convertible Preferred Stock have been issued to Christopher L. Monteleone.

2. Liquidation of the Corporation.

(a) In the event of any liquidation of the Corporation, whether voluntary or involuntary, before any distribution may be made with respect to the Common Stock or any other series of capital Stock issued after the date hereof, holders of each share of Series A Convertible Preferred Stock shall be entitled to convert the shares of Series A Convertible Preferred into the Common shares of the Company. (the "Liquidation Preference").

(b) Upon conversion of the Series A Convertible Preferred into the Common stock of the Company the holders of shares of Series A Convertible Preferred Stock will share ratably in any distribution of assets according to the amounts which would be payable.

3. Conversion of the Series A Convertible Preferred Stock.

(a) At the Option of the Holder. Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time following the later to occur of the date that is two years (2 years) after the date that a Registration Statement is declared effective with respect to a public offering of common stock, at the office of the Corporation or any transfer agent for the Series A Convertible Preferred Stock, into five (5) fully paid and non-assessable shares of Common Stock.

(b) At the Option of the Corporation. Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the Corporation, at any time following the date that a Registration Statement is declared effective with respect to a public offering of common stock, into five hundred (5) of fully paid and non-assessable shares of Common Stock.

(c) Definition of "Conversion Rate." The "Conversion Rate" shall be equal to each share multiplied by five (5) or each shares convert into five shares of Common Stock immediately preceding the date of the Conversion Notice (as defined below) or, in the case of a redemption pursuant to Section A.4 hereof, the Redemption Notice (as defined below) (or, if the Common Stock is not traded or listed on the OTCBB, Nasdaq Small Cap, National Market, AMEX, NYSE or any other principal securities market.

(d) Stock Reclassifications. If the Common Stock issuable upon the conversion of the Series A Convertible Preferred Stock shall be changed into the same number of shares of any class or classes of Stock by reclassification, then and in each such event, the holder of each share of Series A Convertible Preferred Stock shall have the right thereafter to convert such share into the kind of shares of stock and other securities and property receivable upon such capital reclassification or other change which such holder would have received had its shares of Series A Convertible Preferred Stock been converted immediately prior to such capital reclassification or other change.

(e) Stock Splits, Combinations and Dividends. If the Common Stock issuable upon the conversion of the Series A Convertible Preferred Stock shall be changed into a different number of shares of any class or classes of Stock, whether by stock split, stock dividend, or similar event, then such event shall have no effect

on the number of shares of Common Stock issuable upon conversion as provided in Section A.3 hereof, and in such event, the holder of each share of Series A Convertible Preferred Stock shall have the right thereafter to convert such share into the amount of shares of Stock and other securities and property receivable upon such capital change which such holder would have received had no such change occurred.

(f) Capital Reorganization, Merger or Sale of Assets. If at any time or from time to time there shall be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares provided for in Sections (c) and (e) of this Section A.3, or a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all of the Corporation's properties and assets to any other person, or any transaction or series of related transactions in which more than fifty percent (50%) of the outstanding voting securities of the Corporation (on an as converted basis) is sold or assigned (any of which events is herein referred to as a "Reorganization"), then as a part of such Reorganization, provision shall be made so that the holders of the Series A Convertible Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Convertible Preferred Stock, the number of shares of Stock or other securities or property of the Corporation, or of the successor corporation resulting from such Reorganization, to which such holder would have been entitled if such holder had converted its shares of Series A Convertible Preferred Stock immediately prior to such Reorganization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section A.3 with respect to the rights of the holders of the Series A Convertible Preferred Stock after the Reorganization, to the end that the provisions of this Section A.3 (except for adjustment of the number of shares issuable upon conversion of the Series A Convertible Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

(g) Exercise of Conversion Rights.

(i) Holders of Series A Convertible Preferred Stock may exercise their right to convert the Series A Convertible Preferred Stock by faxing an executed and completed Notice of Conversion to the Corporation and delivering the original Notice of Conversion and the certificate representing the Series A Convertible Preferred Stock by express courier. Each business day on which a Notice of Conversion is faxed to and received by the Corporation along with a copy of the originally executed Series A Convertible Preferred Stock certificates in accordance with the provisions hereof shall be deemed a "Conversion Date." For purposes hereof, the term "business day" refers the hours between 9:00 a.m. and 5:00 p.m. on any day on which banks are open for business in Palm Beach County, Florida. Provided that the Corporation has received the original Notice of Conversion and Series A Convertible Preferred Stock certificate being so converted, the Corporation will transmit, or instruct its transfer agent to transmit, the certificates representing shares of Common Stock issuable upon conversion of any share of Series A Convertible Preferred Stock (together with the certificates representing the Series A Convertible Preferred Stock not so converted) to the holder thereof via express courier, by electronic transfer or otherwise, three business days after the receipt by the Corporation of the original Series A Convertible Preferred Convertible Stock Certificate representing the shares being converted. The Notice of Conversion and Series A Convertible Preferred Stock certificates representing the portion of the Series A Convertible Preferred Stock converted shall be delivered to the following address:

Sticky Web, Inc.
411 East Atlantic Ave, #6
Delray Beach, Florida 33483
561-265-1183

(ii) To exercise its rights under this Section A.3(a), the Corporation shall provide written notice to the holder of the Series A Convertible Preferred Stock, which notice shall contain the number of shares of Series A Convertible Preferred Stock to be converted and the purchase price per share,

determined in accordance herewith. No later than five (5) days after delivery of the conversion notice, the holders of Series A Convertible Preferred Stock shall deliver their share certificates to the Corporation, endorsed in blank or with separate stock powers, and, upon receipt of such share certificates, the Corporation shall deliver the full purchase price for the appropriate shares of Common Stock, together with certificates for any shares of Series A Convertible Preferred Stock that remain outstanding, if any.

(h) Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, theft, destruction or mutilation of any Series A Convertible Preferred Stock certificate(s), and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon the cancellation of the Series A Convertible Preferred Stock certificate(s), if mutilated, the Corporation shall execute and deliver new certificates for Series A Convertible Preferred Stock of like tenure and date. However, the Corporation shall not be obligated to reissue such lost or stolen certificates for shares of Series A Convertible Preferred Stock if the holder contemporaneously requests the Corporation to convert such Series A Convertible Preferred Stock into Common Stock.

(i) Fractional Shares. The Corporation may, if it so elects, issue fractional shares of Common Stock upon the conversion of shares of Series A Convertible Preferred Stock. If the Corporation does not elect to issue fractional shares, the Corporation shall pay to the holder of the shares of Series A Convertible Preferred Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) as of the close of business on the Conversion Date. The determination as to whether any fractional shares are issuable shall be based upon the total number of shares of Series A Convertible Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series A Convertible Preferred Stock being converted.

(j) Partial Conversion. In the event some but not all of the shares of Series A Convertible Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or to the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series A Convertible Preferred Stock which were not converted.

(k) Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Stock, such number of its shares of Common Stock as shall from time to time be sufficient or as may be available to effect the conversion of all outstanding shares of the Series A Convertible Preferred Stock, and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all the then outstanding shares of the Series A Convertible Preferred Stock, the Corporation shall use its best efforts to take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

4. Redemption at the option of the Corporation.

At any time, the Corporation may issue a Redemption Notice (as defined below) to redeem all of the outstanding shares of Series A Convertible Preferred Stock. The purchase price per share for such shares of Series A Convertible Preferred Stock to be redeemed by the Corporation under this Section A.4 shall be equal to 100% of the Liquidation Preference (plus any accrued and unpaid dividends or distributions thereon). To exercise its rights under this Section A.4, the Corporation shall provide written notice to the holder of the Series A Convertible Preferred Stock (the "Redemption Notice"), which Redemption Notice shall contain the number of shares of Series A Convertible Preferred Stock to be redeemed and the purchase price per share, determined in accordance herewith. No later than five (5) days after delivery of the applicable Redemption

Notice, the holders of Series A Convertible Preferred Stock shall deliver their share certificates to the Corporation, endorsed in blank or with separate stock powers, and, upon receipt of such share certificates, the Corporation shall deliver the full purchase price for such shares in immediately available funds to the holders via wire transfer or cashier's check, together with certificates for any shares of Series A Convertible Preferred Stock that remain outstanding, if any.

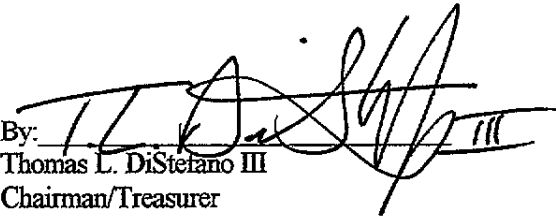
5. No Reissuance of Series A Convertible Preferred Stock. Any share or shares of Series A Convertible Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be cancelled, shall return to the status of authorized but unissued preferred Stock of no designated series, and shall not be reissuable by the Corporation as Series A Convertible Preferred Stock.

6. Issuance of Additional Classes of Preferred Stock. The Corporation shall not issue any class or series of preferred stock having designations, rights or preferences more favorable to the holder thereof than those designations, rights and preferences granted to the holders of Series A Convertible Preferred Stock provided herein, unless the Corporation shall have received the written consent of the holders of at least 50% of the shares of Series A Convertible Preferred Stock then issued and outstanding.

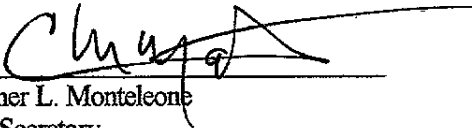
IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed on June 1, 2001.

STICKY WEB, INC.

By:


Thomas L. DiStefano III
Chairman/Treasurer

Attest:


Christopher L. Monteleone
Director/Secretary