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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002500001-7

-07/14/98-01034-001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Lightpoint Entertainment, Inc.

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☐ Certified Copy

☐ Annual Report  
☐ Fict. Filing

☐ Other  
☐ Change of Reg.  
☐ UCC-1  
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JUL 14 1998

Thanks, Melanie

199A00037586

Amend  
7/15/98

CR2E031 (1-89)

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LIGHTPOINT ENTERTAINMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

(a) Article III relating to the Capital Stock of the Corporation is deleted in its entirety and amended to read as follows:

"ARTICLE III - CAPITAL STOCK

The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue shall be one Fifty-Two (52,000,000) Million, of which (i) Fifty (50,000,000) Million shares shall be common stock, par value \$.001 per share ("Common Stock") and (ii) Two (2,000,000) Million shares shall be preferred stock, par value \$.001 per share ("Preferred Stock").

The holders of the shares of Common Stock shall be entitled to one vote for each shares so held, on any question or in any proceeding or to be so represented in any meeting of stockholders.

The Corporation may issue Preferred Stock from time to time in one or more series as the Board of Directors may establish by the adoption of a resolution or resolutions relating thereto, each series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors pursuant to authority to do so, which authority is hereby granted to the Board of Directors."

(b) Article XIV relating to Preemptive Rights is deleted in its entirety and amended to read as follows:

"ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights as provided for by the Florida Business Corporation Act."

SECOND: The date of each amendment's adoption is July 6, 1998.

THIRD: Adoption of Amendments

☒ The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 7th day of July, 1998.

Signature



Mark Kyle

President and Chairman of the Board