

Dept. of State
Division of Corporations

P97000075496

Dear Sir:

Enclosed is An Amendment to the
Articles of Incorporation for Intercontinental
Technologies Inc.

Please register this Amendment
and return the Proper paperwork to
the enclosed care location

Sincerely
[Signature]

900002319009--4
-10/13/97--01103--014
*****35.00 *****35.00



DR. WILLIAM A. MOATE
PRESIDENT/CEO

INTERCONTINENTAL TECHNOLOGIES, INC.

LONGWOOD PROFESSIONAL BUSINESS CENTER
254 COUNTY ROAD 427, SUITE 126
LONGWOOD, FL USA 32750

PHONE: 407-332-1311
FAX: 407-332-1771
1-800-637-1311

FILED
97 OCT 21 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart
OCT 23 1997



RECEIVED
Date 10/20

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1997

DR. WILLIAM A. MOATS
INTERCONTINENTAL TECHNOLOGIES INC.
254 COUNTY ROAD 427, SUITE 126
LONGWOOD, FL 32750

SUBJECT: INTERCONTINENTAL TECHNOLOGIES INC.
Ref. Number: P97000075496

We have received your document for INTERCONTINENTAL TECHNOLOGIES INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 097A00050622

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 OCT 21 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Intercontinental 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)*

AMENDED AND RESTATED ARTICLES 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:

THIRD: The date of each amendment's adoption: October 16, 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 16 day of October, 19 97

Signature [Signature] Pres/CEO
(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)

William A. Neats
Typed or printed name

Pres/CEO
Title

AMENDED AND RESTATED
ARTICLES [CERTIFICATE] OF INCORPORATION OF
INTERCONTINENTAL TECHNOLOGIES, INC.
A FLORIDA CORPORATION

The undersigned, hereby certify that:

- 1. They are the President and Secretary,
respectively, of Intercontinental Technologies
Inc.,**

a Florida corporation.

- 2. The articles [Certificate] of Incorporation of
said corporation are amended and restated to**

read as follows:

ARTICLE I

**The name of this corporation is Intercontinental
Technologies, Inc. (the "Corporation").**

ARTICLE II

**The purpose of the Corporation is to engage in any
lawful act or activity for which a corporation may be**

organized under the General Corporation Law of Florida other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

ARTICLE III

The name and address in the State of Florida are:
254 County Road 427, Suite ~~400~~, Longwood, Florida
32750. #130

ARTICLE IV

The Corporation is authorized to issue two classes of shares to be designated respectively as "Preferred" and "Common". The total number of Series A Preferred Stock shares authorized is 1,000 and the total number of Common shares authorized is 19,999,000, together for a total of 20,000,000 shares.

In addition to the Series A Preferred Stock shares authorized by these Articles (Certificate) of Incorporation, other series of Preferred Stock may be issued from time to time in one or more series. The Board Of Directors is authorized to determine or alter any and all of the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred shares, and to fix and alter the number of shares comprising any such series and the designation thereof, and to provide for rights and terms of redemption or conversion of the shares of any such series except that

- (a) the percentage of such shares designated as Series A Preferred Stock consisting of the first 1,000 shares issued shall**
- (b) always represent the proportionate share of all Preferred stock and the holders of such shares shall always be entitled parri passu, to receive out of any funds paid out for dividends, the share equal to that same proportionate percentage in preference and priority to any payment of any dividend of Common or of any other kind of share when, as, and if declared by the original or any subsequent Board of Directors.**

In the event of liquidation or dilution of any kind, or in the event of any manner of winding up or combining of the Corporation, whether voluntary or involuntary, the holders of such Series A Preferred Stock shall be entitled to receive prior, and in preference to any distribution of assets or surplus, their proportionate share by reason of their ownership thereof of such Series A Preferred Stock.

Such holders of Series A Preferred Stock shall always have the right of optional conversion at any time into such number of fully paid common shares in effect at the time of optional conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of common upon the vote or by written consent of the holders of not less than 76% of the then outstanding shares of Series A Preferred Stock or upon such a percentage vote in favor of acceptance of a firm

commitment underwritten public offering pursuant to an effective registration statement on form S-1 or equivalent form then in use, covering the offer and sale of common shares to the public. The Corporation will not by amendment of the Articles (Certificate) Of Incorporation by the initial or any subsequent Board Of Directors or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue, or sale of securities or any other action, avoid, or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder and will, at all times, and in good faith assist in carrying out all of the provisions herein, and in good faith assist in the carrying out of all the provisions which entitle the holders of Series A Preferred Stock their rights to dividends and/or conversion.

Each share of Series A Preferred Stock shall have the number of votes equal to the percentage of the total number of Series A Preferred Stock. Holders of common shares shall always be entitled to receive declared dividends but only after those due the holders of Series A Preferred Stock. Holders of common shares shall have no power of election of officers or members of the Board of Directors which shall be exclusively that of holders of Series A Preferred Stock, until such time as the holders of Series A Preferred Stock choose conversion. In the event Series A Preferred Stock holders choose conversion, then the Common class of shares into which a Series A Preferred Stock is convertible shall become voting stock and holders of subsequent Series of Preferred Stock shall have equal

**voting rights on par with the common share holders so
that 1 share of such Series Preferred issued after Series
A Preferred Stock shall have equal voting right to 1
share of Common.**

William A. Moats
Pres/Ceo

William A. Moats
President/Ceo
Intercontinental Technologies Inc.
69-07-063081-34-7