

P97000094403



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 836334 5021572

AUTHORIZATION : Patricia Pujols

COST LIMIT : \$ 35.00

ORDER DATE : May 29, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 836334-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
Grocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

400002540504--0

DOMESTIC AMENDMENT FILING

NAME: RUFFACTORY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
98 MAY 29 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 29 AM 10:40
DIVISION OF CORPORATION

5/29 JG
Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RUFFACTORY, INC.

FILED

98 MAY 29 PM 1:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ruffactory, Inc., a Florida corporation hereby amends its Articles of Incorporation as follows:

Article IV of the Articles of Incorporation is deleted in its entirety and is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is as follows:

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Voting Common Stock. The aggregate number of shares of Voting Common Stock which the corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares having a par value of \$.001 per share.

(b) Nonvoting Common Stock. The aggregate number of shares of Nonvoting Common Stock which the corporation is authorized to issue and have outstanding at any one time is 20,000,000 shares having a par value of \$.001 per share.

(c) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 5,000,000 with a par value of \$.001 per share.

2. Description of Common Stock.

(a) Voting. Holders of Voting Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Holders of Nonvoting Common Stock shall not be entitled to vote on any issue.

(b) Dividends. Subject to any prior rights accruing to any holders of the Preferred Stock, the holders of Voting Common Stock and Nonvoting Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefor.

(c) Liquidation. Upon liquidation or dissolution of the corporation, subject to the rights of holders of Preferred Stock, holders of shares of Voting Common Stock and Nonvoting Common

Stock will be entitled to share proportionately in all assets available for distribution to such holders.

(d) Preemptive Rights. Holders of shares of Voting Common Stock and Nonvoting Common shall have no preemptive rights to acquire proportional amounts of unissued Voting or Nonvoting Common Stock upon the issuance of additional shares of Voting and Nonvoting Common Stock by the Board of Directors of the Company.

(e) Additional Terms. Shares of Voting Common Stock and Nonvoting Common Stock are not redeemable, do not have any conversion rights, and are not subject to further calls or assessments once fully paid. Except as hereinabove provided, the rights and privileges of the Voting Common Stock and the Nonvoting Common Stock shall be identical as to dividends and other rights, powers and privileges.

3. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

To date, the corporation has not issued any shares capital stock. Accordingly, the foregoing Amendment was adopted on May 20th, 1998, by unanimous consent of the corporation's Board of Directors without shareholder action pursuant to the provisions of Section 607.1005 of the Florida Business Corporations Act providing for amendments to the Articles of Incorporation before the issuance of shares.

Dated this 20th day of May, 1998.

RUFFACTORY, INC.

By: 
Steve Ruff, Director

By: 
Vicki Ruff, Director

ruffactory/artamend