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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DIGITAL JUICE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment
11/2/01
DC

Fax Audit No. H010001119030

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DIGITAL JUICE, INC.

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Pursuant to Provisions of the
Florida Business Corporation Act

Digital Juice, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, does hereby certify that, pursuant to the applicable section(s) of the Florida Business Corporation Act, the Board of Directors and Shareholders of the Corporation adopted the resolutions set forth below, on October 4, 2001, which resolutions are in full force and in effect as of the date hereof:

WHEREAS, the Corporation is authorized by its Bylaws to amend or repeal any provision contained in the Articles of Incorporation (the "Articles");

WHEREAS, the Board of Directors and Shareholders of the Corporation, by action of consent (resolution) on October 4, 2001, with respect to the foregoing matters have authorized the amendments set forth below to the Articles.

NOW THEREFORE IT IS RESOLVED, that:

1. The Articles are amended to reflect that the authorized common stock of the Corporation is hereby increased from ten thousand (10,000) shares of authorized common stock, no par value, to one hundred million (100,000,000) shares of common stock, no par value per share.
2. Article VI Management by Shareholders shall be deleted in its entirety and the following new Article VI shall be inserted in its place:

"The business, property and affairs of the Corporation shall be managed by or under the direction of a board of directors who shall be elected and shall serve in accordance with the following principles and as more particularly set forth in the Corporation's by-laws:

- (a) Board of Directors. The board of directors shall consist of not fewer than three (3) nor more than fifteen (15) directorships, the exact number to be determined by the board of directors from time to time. The directors in office may increase or

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Prepared by: E. Nicholas Davis III

Cloverleaf Capital

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Ocoee, FL 34761

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decrease the number of directorships by the concurring vote of directors holding a majority of the directorships; provided that no reduction in the number of directorships shall remove, or shorten the term of, any director then in office.

- (b) Vacancies. Any vacancy on the board that is created by an increase in the number of directorships may be filled for the unexpired term by the concurring vote of directors holding a majority of the directorships, which number of directorships shall be the number immediately prior to the vote to increase the number of directorships. Any other vacancy which occurs on the board may be filled for the unexpired term by the concurring vote of a majority of the remaining directors in office, through such remaining directors are less than a quorum, and though such majority is less than a quorum, or by action of the sole remaining director in office."

3. A new Article VII shall be added as follows:

"New by-laws may be adopted, and existing by-laws may be amended or repealed by the shareholders or by the board of directors, by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon or of a majority of the directorships, as the case may be. The notice of any meeting of shareholders or directors at which by-laws are to be adopted, amended or repealed shall include notice of such proposed action. Any action taken with respect to adopting or repealing a by-law or amending the by-laws by the board of directors may be rendered ineffective by the affirmative of vote of the holders of a majority of the voting power of the shares entitled to vote, provided that the notice of any meeting of the shareholders at which actions of the board of directors are to be rendered ineffective shall include notice of such proposed action."

4. The foregoing resolution shall be effective as of October 4, 2001.
5. Except as set forth herein the Articles of Incorporation of the Corporation remain unchanged.

The foregoing was authorized by the entire Board of Directors and Shareholders of the Corporation by resolution October 4, 2001 and the number of votes cast by the Directors and Shareholders were sufficient for approval.

IN WITNESS WHEREOF, Digital Juice, Inc. through its designated officer has caused this Certificate to be duly executed in its corporate name as of October __, 2001.

DIGITAL JUICE, INC.

By: Sam Bullitt

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Sam Bartlett, President

STATE OF FLORIDA)
)
COUNTY OF MARION)

On this 23 day of October, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared Sam Bartlett, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the President of Digital Juice, Inc., and that he executed as said officer and Director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

Luis C. Escobar
NOTARY PUBLIC CC773129

Notary Public Commission expires:
[Notarial Seal]

