

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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The ATM Industries, Inc.

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*****35.00 *****35.00

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

Name _____

10/12/98

Date _____

10:01

Time _____

Walk-In _____

Will Pick Up _____

- ____ Art of Inc. File _____
- ____ LTD Partnership File Amend
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ☒ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search ADR
- ____ UCC 11 Retrieval 10/12/98
- ____ Courier _____

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98 OCT 12 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED
CERTIFICATE OF INCORPORATION OF
THE ATM INDUSTRIES, INC.
A Florida Corporation**

ATM INDUSTRIES, INC. a corporation organized and existing under and by virtue of the General Corporation Law of the State of Florida, hereby certifies as follows-

First: The following Amendment is adopted and is to be added to Article 5 of the Articles of Incorporation with all other provisions remaining as previously stated:

Article 5 is hereby amended and restated with the addition of the following added to the current Article 5:

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of voting common stock, each share having the par value of ONE MIL (\$ 0.001).

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemptions of the stock.

5.5 The Corporation is authorized to have a class of preferred stock. The maximum number of shares of preferred stock the Corporation is authorized to have is ten million (10,000,000) shares of preferred stock. The preferred stock shall have a par value of one dollar (\$1.00) per share, and contain a right of redemption at any time at a price of par value with a five (5%) percent increase to be adjusted pro rata for stock splits. The preferred stock is to be paid a non-cumulative dividend, when declared by the Board of Directors, in the amount of ten (10%) percent per annum of the par value of the preferred stock. The dividend shall be paid before any other dividends are paid by the Corporation. In the event of the liquidation of the Corporation,

after the payment of all creditors, the Preferred Stock shall be redeemed at its par value before any of the common stock. The Preferred Stock shall have no preference rights nor any voting rights except or prescribed by the Florida Business Corporation Act.

The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporations, shall not be construed as a dissolution, liquidation, or winding up of the Corporation within the meaning hereof.

If less than the full preferential dividend is paid to the holders of preferred shares in any calendar year, the unpaid amount shall lapse and shall not cumulate and add to the preferential dividends in any subsequent year.

In case of liquidation, dissolution, or distribution of assets of the Corporation, the holders of preferred shares shall be paid the par amount of such preferred shares before any amount shall be payable to the holders.

That the following amendment was duly adopted by the Sole Shareholder of the Corporation on July 21, 19 98.

Effective date: July 21, 1998

Joseph Cuciniello
Joseph Cuciniello - President