

# P98000021869

## HOLD



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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Best Connect Corporation

Amend

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# RUSH

☐ ARTICLES ONLY

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Name 4/2/98  
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NEW FILINGS	
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NdnProfit	<input checked="" type="checkbox"/>
Limited Liability	<input checked="" type="checkbox"/>
Domestication	<input checked="" type="checkbox"/>
Other	<input checked="" type="checkbox"/>

AMENDMENTS	
Amendment	<input checked="" type="checkbox"/>
Resignation of R.A. Officer/Director	<input type="checkbox"/>
Change of Registered Agent	<input type="checkbox"/>
Dissolution/Withdrawal	<input type="checkbox"/>
Merger	<input type="checkbox"/>

W.P. Verifier Don

OTHER FILINGS	
Annual Report	<input type="checkbox"/>
Fictitious Name	<input type="checkbox"/>
Name Reservation	<input type="checkbox"/>

REGISTRATION/QUALIFICATION	
Foreign	<input type="checkbox"/>
Limited Partnership	<input type="checkbox"/>
Reinstatement	<input type="checkbox"/>
Trademark	<input type="checkbox"/>
Other	<input type="checkbox"/>

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

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RECEIVED  
98 APR -2 PM 1:52  
DIVISION OF CORPORATION

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BEST CONNECT CORPORATION**

89  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APR - 2 PM 4:00  
FILED

Pursuant to the provisions of F.S. 607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** 1) Amendment adopted: Article IV, Capital Stock, is hereby amended to now state the following:

The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.

2) Amendment adopted: Article IX, Preemptive Rights is hereby added to the Articles of Incorporation, and shall state the following:

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

3) Amendment adopted: Article X, Restrictions on Transfer of Stock, is hereby added to the Articles of Incorporation, and shall state the following:

The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code),

no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**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: not applicable, as no shares have been issued as of today's date.

**THIRD:** The date of each amendment's adoption: March 31, 1998.

**FOURTH:** Adoption of Amendments (*check one*)

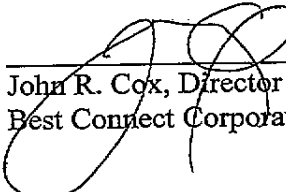
☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

☒ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required (shares have not yet been issued).

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1<sup>st</sup> day of April, 1998.

  
\_\_\_\_\_  
John R. Cox, Director  
Best Connect Corporation