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BASIC AMENDMENT

SURF INTERNATIONAL HOLDINGS, INC.

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

*Amendment*

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SURF INTERNATIONAL HOLDINGS, INC.

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of Surf International Holdings, Inc., a Florida corporation, pursuant to Section 607.1003 of the Florida Business Corporation Act:

1. The name of the corporation is Surf International Holdings, Inc. (the "Company").

2. The text of the resolution of the Board of Directors on July 8, 1999 setting forth amendments to the designations, rights and privileges of the Company's Series A-1 Convertible Preferred Stock is as follows:

WHEREAS, pursuant to Article IV of the Articles of Incorporation the Company is authorized to issue 6,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), issuable in such series and bearing such voting, dividend, conversion, liquidation and other rights and preferences as the Board of Directors may determine.

WHEREAS, the Board of Directors deems it to be in the best interest of the Company to designate a series of such Preferred Stock, consisting of 12,500 shares.

NOW, THEREFORE, be it resolved that the Board of Directors of the Company be and hereby determines that 12,500 shares of Preferred Stock are designated as Series A-1 Convertible Preferred Stock, with the following designations, rights and preferences:

A. Initial Number. The initial number of authorized shares of the Series A-1 Convertible Preferred Stock shall be 12,500 shares. Upon issuance of the shares of Series A-1 Convertible Preferred Stock \$5.00 per share shall be the stated capital of the Company.

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B. Voting Rights. Except as otherwise provided by law, the holders of the shares of Series A-1 Convertible Preferred Stock shall not be entitled to any voting rights.

C. Conversion Privilege. The shares of Series A-1 Convertible Preferred Stock are convertible at the option of the holder, upon 30 days prior written notice, into shares of the Company's common stock, par value \$.001 per share, at the rate of two (2) shares of common stock for one (1) share of Series A-1 Convertible Preferred Stock.

D. Redemption. The shares of Series A-1 Convertible Preferred Stock are redeemable at the sole option of the Company at any time and from time to time upon 20 days prior written notice at a redemption price of \$5.00 per share.

E. Dividends. The shares of Series A-1 Convertible Preferred Stock shall pay dividends from time to time as determined by the Company out of funds legally available therefore; provided however, that the Company is under no obligation to ever declare or pay dividends on the Series A-1 Convertible Preferred Stock, such action being solely at the discretion of the Company regardless of the availability of funds which may legally be used by the Company for the payment of dividends.

F. Liquidation. In the event of any voluntary or involuntary dissolution or winding up of the Company, the holders of shares of Series A-1 Convertible Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Company available for distribution to its shareholders an amount per share equal to \$5.00, without interest, and no more, before any payment shall be made to the holders of any stock of the Company ranking junior to the Series A-1 Convertible Preferred Stock. A merger or consolidation of the Company with or into any other corporation, share exchange or sale of conveyance of all or any part of the assets of the Company which shall not in fact result in the liquidation of the Company and the distribution of assets to its shareholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Company within the meaning of this Paragraph F.

G. Transferability. The shares of Series A-1 Convertible Preferred Stock may be transferred at any time and from time to time at the sole option of the holder.

3. The foregoing amendment was duly adopted by the Board of Directors on July 8, 1999 and shareholders' action was not required.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of

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Incorporation has been executed on the 8th day of July, 1999.

Surf International Holdings, Inc.

By:



Ted Baxter, President  
and Director

7/8/99

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