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BASIC AMENDMENT

SIGNATURE TELESYSTEMS, INCORPORATED

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DIVISION OF CORPORATIONS

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AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SIGNATURE TELESYSTEMS, INCORPORATED

SIGNATURE TELESYSTEMS, INCORPORATED hereby amends its Articles of Incorporation filed with the Secretary of State of the State of Florida on April 16, 1998.

ARTICLE III – CAPITAL STOCK is hereby amended such that Article III reads in its entirety as follows:

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue and have outstanding at any one time is:

10,000,000 shares of \$.001 par value common stock.

1,200,000 shares of \$5.00 par value redeemable preferred stock.

Common Stock

Holders of common stock shall be entitled to one vote per share on all matters to come before a vote of the corporation's shareholders, shall be entitled to such dividends as may be declared by the corporation's board of directors and, upon liquidation of the corporation, shall be entitled to share in the assets of the corporation, if any, remaining after the payment, satisfaction and discharge (or provision for the payment, satisfaction and discharge) of the corporation's liabilities and obligations and the payment to holders of preferred stock of any amounts to which they may be entitled.

Redeemable Preferred Stock

Dividends. The holders of shares of preferred stock shall be entitled to receive, when and as declared by the board of directors, cumulative dividends (but only from funds legally available

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for that purpose and not otherwise reserved by the board of directors for other business purposes of the corporation) in cash per share at the rate of eight percent (8%) per annum (calculated on the basis of a 360 day year consisting of twelve 30-day months) of the par value, payable annually beginning on the first day of March following the year in which such shares are issued and on the first day of each March thereafter until the preferred stock has been redeemed. Such dividends will accrue from and after the date of issuance and continue until the corporation has redeemed the preferred stock.

Dividends shall be payable to holders of record, as they appear on the stock books of the corporation, on such record date as may be declared by the board of directors. The record date shall not precede the dividend payment date by more than 60 days. Dividends in arrears may be declared and paid at any time, without reference to any regular dividend payment date

Voting Rights. Except as specifically provided by the Florida Business Corporation Act, preferred stock has no voting rights.

Dividend Preference. During any time that dividends are in arrears on the preferred stock, dividends shall not be paid or declared, nor shall any distribution be made on, common stock.

Liquidation Preference. Upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the preferred stock shall be entitled, before any distribution is made on the common stock, to be paid \$5.00 per share, plus all accrued and unpaid dividends to the date of such distribution.

Redemption. Preferred stock may be redeemed at any time as determined by the board of directors by payment to record holders thereof \$5.00 per share plus any accrued and unpaid dividends. J)

A new article, designated ARTICLE XI INDEMNIFICATION, is hereby added as

follows:

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ARTICLE XI. INDEMNIFICATION

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The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (except any action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, the full extent permitted by the Florida Business Corporation Act.))

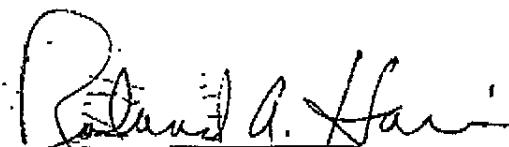
A new article, designated ARTICLE XII CONTROL SHARE STATUTE, is hereby added as follows:

ARTICLE XII. CONTROL SHARE STATUTE

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§ § 607.0901 and 607.0902) shall not be applicable to this corporation.))

This Amendment was adopted by the unanimous vote of the Board of Directors and Stockholders of the corporation by written authorization on February 25, 2000. The votes cast were sufficient in number to approve the action.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment this 25TH day of February 2000.



ROLAND A. HARRIS, President

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STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

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The foregoing instrument was acknowledged before me this 25 day of FEBRUARY, 2000, by ROLAND A. HARRIS, President of **SIGNATURE** **TELESYSTEMS, INCORPORATED**, a Florida corporation, on behalf of the corporation. He is personally known to me or produced the following identification: _____.



NOTARY PUBLIC

NAME: Penny R. Kocarek

COMMISSION NUMBER: CC 682364



Penny R. Kocarek

My Commission CC882364

Expires November 2, 2001

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