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99 DEC 30 PM 2:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 534218 161599A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : December 30, 1999

ORDER TIME : 11:18 AM

ORDER NO. : 534218-020

CUSTOMER NO: 161599A

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-12/30/99--01075--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

CUSTOMER: Daryl B. Cramer, Esq  
Daryl B. Cramer, P.a.  
Suite 910  
515 North Flagler Drive  
West Palm Beach, FL 33401-5010

DOMESTIC AMENDMENT FILING

NAME: LIFIZZ, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED  
99 DEC 30 PM 12:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AK 1-3-2000  
amen

**ARTICLES OF AMENDMENT  
OF  
LIFIZZ, INC.**

The Articles of Incorporation of **LIFIZZ, INC.**, a Florida corporation (the "Corporation"), filed with the Department of State, State of Florida, on April 24, 1998, are hereby amended as follows:

Article IV shall be deleted and the following inserted in lieu thereof:

**ARTICLE IV**

**Capital Stock**

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Twenty-Five Million (25,000,000), which shall consist of: (i) Twenty Million (20,000,000) shares of Class A common stock, with a One Cent (\$.01) par value per share ("Class A Common Stock"), and (ii) Five Million (5,000,000) shares of Class B common stock, with a One Cent (\$.01) par value per share ("Class B Common Stock"). The Class A Common Stock and Class B Common Stock shall be identical in all respects except with regard to voting rights.

A. **Class A Common Stock.** The holders of Class A Common Stock are entitled to vote on all questions which are required by these Articles of Incorporation, the Bylaws of the Corporation or by law to be submitted to a vote of shareholders, on the basis of one (1) vote per share.

B. **Class B Common Stock.** The holders of Class B Common Stock are entitled to vote on all questions which are required by these Articles of Incorporation, the Bylaws of the Corporation or by law to be submitted to a vote of shareholders, on the basis of ten (10) votes per share. The shares of Class B Common Stock shall be convertible into shares of Class A Common Stock of the Corporation on such terms and in such manner as may be provided from time to time (whether prior to, coincident with or following the issuance of Class B Common Stock) by the Board of Directors by resolution and a vote of holders of the majority of the then outstanding Class B Common Stock.

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The foregoing amendment was adopted by the shareholders and the Board of Directors of the Corporation on the 29 day of December, 1999. The number of votes cast for the amendment by the shareholders and the directors was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned duly authorized officer of this Corporation has executed these Articles of Amendment this 29 day of December, 1999.

LIFIZZ, INC.

By: 

Christer Rosén, President