

Division of Corporations

<https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>

P98000040453

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000005433 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 791-3109

01 JAN 16 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED

01 JAN 16 AM 11:07

DIVISION OF CORPORATIONS

## BASIC AMENDMENT

AMERI-GLOBE PUBLISHING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

Amend

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000005433 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 922-4000

From:  
Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 791-3109

**BASIC AMENDMENT**

**AMERI-GLOBE PUBLISHING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

JANUARY 16, 2001

AMERI-GLOBE PUBLISHING, INC.  
2237 N COMMERCE PWY  
SUITE 3  
WESTON, FL 33326US

SUBJECT: AMERI-GLOBE PUBLISHING, INC.  
REF: P98000040453

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,  
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING  
CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE  
ELECTRONIC FILING COVER SHEET.

THE CURRENT NAME OF THE ENTITY IS AS REFERENCED ABOVE. PLEASE  
CORRECT YOUR DOCUMENT ACCORDINGLY.

PLEASE ADD THE COMMA TO THE CORPORATE NAME.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER,  
WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR  
DOCUMENT, PLEASE CALL (850) 487-6880.

KAREN GIBSON  
CORPORATE SPECIALIST

FAX AUD. #: H01000005433  
LETTER NUMBER: 001A00002268

1101000005433

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
Ameri-Globe Publishing, Inc.

FILED  
01 JAN 16 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is: Ameri-Globe Publishing, Inc.
2. ARTICLE III of the Articles of Incorporation of Ameri-Globe Publishing, Inc. is hereby amended to be and read as follows:

The authorized capital of the Corporation shall consist of 120,000 Preferred Shares having No Par Value per share and 1,000 Common Shares having No Par Value per share. The said shares shall be subject to the rights, privileges, restrictions and conditions as hereinafter stated:

DIVIDENDS

- (1) Subject to the provisions of the Florida Statutes:
  - (a) the holders of the Preferred Shares shall annually in preference and priority to any payment of dividends on the Common Shares, be entitled out of any or all profits or surplus available for the payment of dividends to non-cumulative dividends of 4% per year on an amount equal to the value of the consideration for which such shares were issued by the Corporation;
  - (b) the holders of the Common Shares shall be entitled out of any or all profits or surplus available for the payment of dividends after payment of the full dividends on the Preferred Shares to non-cumulative dividends in such amounts as the directors may determine;
  - (c) no dividends shall be paid on the Common Shares if as a result of the payment of such dividends, the fair market value of the assets of the

1101000005433

H01000005433

- 2 -

Corporation less its liabilities would be reduced to an amount less than that which would be required by the Corporation to redeem or purchase for cancellation all Preferred Shares then issued and outstanding.

#### PRIORITY IN CASES OF LIQUIDATION, DISSOLUTION

- (2) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary:
- (a) the holders of the Preferred Shares shall be entitled to receive in respect of each Preferred Share held by them, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the consideration for which such share was issued by the Corporation together with any unpaid dividends declared thereon; and
  - (b) subject to the prior rights of the holders of the Preferred Shares referred to above at paragraph (a), the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation, on a *pari passu* basis.

#### PARTICIPATION

- (3) The Preferred Shares shall not confer any rights to participate in the profits or assets of the Corporation other than as described in the foregoing paragraphs numbered (1) and (2).

#### REDEMPTION BY THE CORPORATION

- (4) Subject to the provisions of the Florida Statutes, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Preferred Shares on payment of each share to be redeemed of an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all unpaid dividends declared thereon.

In case a part only of the Preferred Shares is at any time to be redeemed, the shares to be so redeemed shall be selected by lot in such manner as the directors in their discretion may decide or, if the directors so determine may be redeemed pro rata disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractions of shares. Not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed specifying the date and place or places of redemption.

If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Preferred Shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall

H01000005433

#01000005435

- 3 -

thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of the Preferred Shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Preferred Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

- (5) Subject to the provisions of the Florida Statutes, the Corporation shall have the right at its option at any time and from time to time to purchase the whole or any part of the Preferred Shares pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of Preferred Shares or with the unanimous consent of all the holders of all issued Preferred Shares by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all dividends declared thereon and unpaid and any unpaid cumulative dividends. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion, as nearly as may be, to the number of shares offered in each such tender.

#### VOTING RIGHTS

- (6) The holders of the Common Shares shall be entitled to attend all meetings of shareholders and shall have one vote thereat for each Common Share held. Subject to the provisions of the Florida Statutes and the articles of the Corporation, the holders of the Preferred Shares shall not be entitled to attend any meetings of shareholders and shall not, as such, have any voting rights.

#### AMENDMENTS

- (7) No amendment to the articles of the Corporation for any purposes affecting directly or indirectly the rights of the holders of Preferred Shares or for the purpose of altering, modifying or repealing any of the provisions of the foregoing paragraphs numbered (1) to (6) shall take effect without the approval of the holders of the Common Shares and the Preferred Shares, given in each case by a special resolution, in addition to any other approval required by the law.
3. The date of adoption of the amendment is December 13, 2000.

H01000005433

-2-

Corporation less its liabilities would be reduced to an amount less than that which would be required by the Corporation to redeem or purchase for cancellation all Preferred Shares then issued and outstanding.

#### PRIORITY IN CASES OF LIQUIDATION, DISSOLUTION

- (2) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary:
- (a) the holders of the Preferred Shares shall be entitled to receive in respect of each Preferred Share held by them, before any distribution of any part of the assets of the Corporation among the holders of the Common Shares, an amount equal to the consideration for which such share was issued by the Corporation together with any unpaid dividends declared thereon; and
  - (b) subject to the prior rights of the holders of the Preferred Shares referred to above at paragraph (a), the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation, on a *pari passu* basis.

#### PARTICIPATION

- (3) The Preferred Shares shall not confer any rights to participate in the profits or assets of the Corporation other than as described in the foregoing paragraphs numbered (1) and (2).

#### REDEMPTION BY THE CORPORATION

- (4) Subject to the provisions of the Florida Statutes, the Corporation may, upon giving notice as hereinafter provided, redeem the whole or any part of the Preferred Shares on payment of each share to be redeemed of an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all unpaid dividends declared thereon.

In case a part only of the Preferred Shares is at any time to be redeemed, the shares to be so redeemed shall be selected by lot in such manner as the directors in their discretion may decide or, if the directors so determine may be redeemed pro rata disregarding fractions, and the directors may make such adjustments as may be necessary to avoid the redemption of fractions of shares. Not less than thirty (30) days' notice in writing of such redemption shall be given by mailing such notice to the registered holders of the shares to be redeemed specifying the date and place or places of redemption.

If notice of any such redemption be given by the Corporation in the manner aforesaid and an amount sufficient to redeem the shares be deposited with any trust company or chartered bank in Canada as specified in the notice on or before the date fixed for redemption, dividends on the Preferred Shares to be redeemed shall cease after the date so fixed for redemption and the holders thereof shall

H01000005433

#01000005433

- 3 -

thereafter have no rights against the Corporation in respect thereof except, upon the surrender of certificates for such shares, to receive payment therefor out of the moneys so deposited. After the redemption price of such shares has been deposited with any trust company or chartered bank in Canada, as aforesaid, notice shall be given to the holders of the Preferred Shares called for redemption who have failed to present the certificates representing such shares within two (2) months of the date specified for redemption that the money has been so deposited and may be obtained by the holders of the said Preferred Shares upon presentation of the certificates representing such shares called for redemption at the said trust company or chartered bank.

- (5) Subject to the provisions of the Florida Statutes, the Corporation shall have the right at its option at any time and from time to time to purchase the whole or any part of the Preferred Shares pursuant to tenders received by the Corporation upon request for tenders addressed to all holders of Preferred Shares or with the unanimous consent of all the holders of all issued Preferred Shares by private contract at the lowest price at which, in the opinion of the directors, such shares are obtainable but not exceeding an amount equal to the value of the consideration for which such shares were issued by the Corporation together with all dividends declared thereon and unpaid and any unpaid cumulative dividends. If, in response to an invitation for tenders, two or more shareholders submit tenders at the same price and such tenders are accepted by the Corporation in whole or in part, then, unless the Corporation accepts all such tenders in whole, the Corporation shall accept such tenders in proportion, as nearly as may be, to the number of shares offered in each such tender.

#### VOTING RIGHTS

- (6) The holders of the Common Shares shall be entitled to attend all meetings of shareholders and shall have one vote thereat for each Common Share held. Subject to the provisions of the Florida Statutes and the articles of the Corporation, the holders of the Preferred Shares shall not be entitled to attend any meetings of shareholders and shall not, as such, have any voting rights.

#### AMENDMENTS

- (7) No amendment to the articles of the Corporation for any purposes affecting directly or indirectly the rights of the holders of Preferred Shares or for the purpose of altering, modifying or repealing any of the provisions of the foregoing paragraphs numbered (1) to (6) shall take effect without the approval of the holders of the Common Shares and the Preferred Shares, given in each case by a special resolution, in addition to any other approval required by the law.
3. The date of adoption of the amendment is December 13, 2000.

#01000005433



JAN-16-01 TUE 10:56 AM

P. 5

*No. 1000005433*

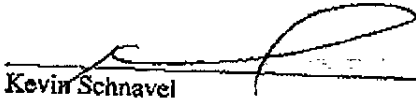
- 4 -

4. The amendment was adopted by the board of directors without shareholder action, and shareholder action was not required.

Dated: December 13, 2000.

Corporation Name: Ameri-Globe Publishing, Inc.

by:

  
Kevin Schnavel  
President / Director

JAN1601002/articles

*No. 1000005433*