

Nov. 23. 1999 1:48PM

No. 6740 Page 1 of 2

P98000044706

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

11/23/99
4 pages
mle by JOR

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.

((H99000029878 8)))

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 : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

99 NOV 23 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

99 NOV 23 PM 3:02

DIVISION OF CORPORATIONS

BASIC AMENDMENT

UPJOBS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AM
EG 11-23

Nov. 23. 1999 1:48PM

No. 6740 Page 2 of 2

Electronic Filing Menu

Corporate Filing

Public Access Help

((H99000029878 8)))

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
UPJOBS, INC.**

FILED
99 NOV 23 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UPJOBS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 40,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

((H99000029878 8)))

Mindy L. Carreja, Esq.
220 S. Franklin Street, Tampa, FL 33602
(813) 224-9255
Fla. Bar #90824

((H99000029878 8)))

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding all of the stock of the corporation and all directors having executed a written statement, dated November 22, 1999 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Chief Executive Officer and President this 22 day of November 1999.

UPJOES, INC.

By: 

Robert Colon, Chief Executive Officer and President

((H99000029878 8)))