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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TECHLABS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

The undersigned corporation adopts the following amendment to its Articles of Incorporation. The amendment herein was duly adopted by the Board of Directors of the Corporation on March 15, 2005 without shareholder action and shareholder action was not required.

1. The name of the corporation is: TECHLABS, INC.

2. Amendment adopted:

Pursuant to the authority vested in the Board of Directors of the Corporation by the Corporation's Articles of Incorporation, as amended, a series of Blank Check Preferred Stock of the Corporation be, and it hereby is, created out of the authorized but unissued shares of the Blank Check Preferred Stock of the Corporation, such series to be designated Class B Preferred Stock (the "Preferred Stock"), to consist of 200,000 shares, par value \$.001 per share, of which the preferences and relative and other rights, and the qualifications, limitations or restrictions thereof, shall be (in addition to those set forth in the Corporation's Articles of Incorporation, as amended) as follows:

Section 1. Designation and Amount. 200,000 shares of the Corporation's authorized but undesignated Blank Check Preferred Stock shall be designated as Class B Preferred Stock (the "Class B Preferred Stock"). The Class B Preferred Stock shall have a stated value of \$100 per share (the "Original Class B Issue Price").

Section 2. Rank. The Class B Preferred Stock shall rank: (i) junior to any other class or series of capital stock of the Corporation hereafter created specifically ranking by its terms senior to the Class B Preferred Stock (collectively, the "Senior Securities"); (ii) prior to all of the Corporation's Common Stock ("Common Stock"); (iii) prior to any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms junior to any Class B Preferred Stock (collectively, with the Common Stock, "Junior Securities"); and (iv) on parity with any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Class B Preferred Stock ("Parity Securities") in each case as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

Section 3. Dividends.

(a) Cash Dividends. The Holders of Class B Preferred Stock shall be entitled to receive, cumulative dividends at a rate of 3% per annum, computed on the basis of \$100.00 per share of Class B Preferred Stock. Such dividends shall be cumulative from such shares issuance date and shall accrue daily, whether or not earned or declared, thereafter until paid and be calculated on the basis of a 360 day year. Dividends shall be payable in cash on January 1 of each year beginning on January 1, 2006. Any accumulation of dividends on the Class B Preferred Stock shall not bear interest.

(b) Vacation Dividends. For each 100 shares of Class B Preferred Stock held on September 1 of each year the holder shall be issued a certificate for accommodations for the holder and a guest for 7 days, 6 nights at a Siren Resort property. Such certificates must be redeemed within one year of issuance and are subject to such conditions concerning reservations, transfer and other matters as may be established concerning such vacation dividends.

(c) Adjustment of Dividends. The dividends on the Class B Preferred Stock shall be appropriately adjusted in the event of stock splits, stock dividends and similar events.

Section 4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation Event"), either voluntary or involuntary, the Holders of shares of Class B Preferred Stock shall be entitled to receive, immediately after any distributions to Senior Securities required by the Corporation's Articles of Incorporation or any Articles of Designation, and prior in preference to any distribution to Junior Securities but in parity with any distribution to Parity Securities, an amount per share equal to the sum of at a redemption price equal to \$100 per share plus accrued but unpaid dividends and no more. If upon the occurrence of such event, and after payment in full of the preferential amounts with respect to the Senior Securities, the assets and funds available to be distributed among the Holders of the Class B Preferred Stock and Parity Securities shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the Holders of the Class B Preferred Stock and the Parity Securities, respectively, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the Holders of the Class B Preferred Stock and the Parity Securities, pro rata, based on the respective liquidation amounts to which the Holders of each such Class B Preferred Stock is entitled by the Corporation's Articles of Incorporation and any certificate(s) of designation relating thereto. The liquidation preference on the Class B Preferred Stock shall be appropriately adjusted in the event of stock splits, stock dividends and similar events.

(b) Upon the completion of the distribution required by subsection 4(a), if assets remain in this Corporation, they shall be distributed to holders of Junior Securities.

Section 5. Conversion. The record Holders of the Class B Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Holders Right to Convert. Each record Holder of Class B Preferred Stock shall be entitled to convert (in multiples of one preferred share) any or all of the shares of Class B Preferred Stock held by such Holder at any time into four (4) fully-paid and non-assessable shares of Common Stock of the Corporation (the "Conversion Price") subject to adjustment as set forth below.

(b) Mechanics of Conversion. Before any holder of Class B Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Common Stock, and shall give written notice to the Corporation (the Notice of Conversion) at such office that he elects to convert the same and shall state therein the number of shares of Class B Preferred Stock being converted. Thereupon the Corporation shall promptly issue and deliver at such office to such holder of Class B Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled, or as otherwise agreed between the holder and the Corporation.

Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Class B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(i) Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, theft, destruction or mutilation of any Class B Preferred Stock Certificates, and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation and its Transfer Agent, and upon surrender and cancellation of the Class B Preferred Stock Certificate(s), if mutilated, the Corporation shall execute and deliver new Class B Preferred Stock Certificate(s) of like tenor and date. However, Corporation shall not be obligated to re-issue such lost or stolen Class B Preferred Stock Certificates if Holder contemporaneously requests Corporation to convert such Class B Preferred Stock into Common Stock.

(ii) No Fractional Shares. If any conversion of the Class B Preferred Stock would create a fractional share of Common Stock to a holder or a right to acquire a fractional share of Common Stock, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion, shall be the next higher number of shares, or the Corporation may at its option pay cash equal to fair value of the fractional share based on the fair market value of one share of the Corporation's Common Stock on the date of conversion, as determined in good faith by the Board of Directors.

(c) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Class B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding Class B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Class B Preferred Stock, the Corporation will immediately take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(d) **Adjustment to Conversion Price.**

(i) **Adjustment Due to Stock Split, Stock Dividend, Etc.** If, prior to the conversion of all of the Class B Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend, or other similar event, the number of shares of Common Stock issuable on conversion shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the number of shares issuable on conversion shall be proportionately increased.

(ii) **Adjustment Due to Merger, Consolidation, etc.** If, prior to the conversion of all Class B Preferred Stock, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Corporation shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of the Corporation or another entity (each a "Business Combination Event"), then the Holders of Class B Preferred Stock shall thereafter have the right to receive upon conversion of Class B Preferred Stock, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, such stock, securities and/or other assets which the Holder would have been entitled to receive in such transaction had the Class B Preferred Stock been converted immediately prior to such transaction, and in any such case appropriate provisions shall be made with respect to the rights and interests of the Holders of the Class B Preferred Stock to the end that the provisions hereof (including, without limitation, provisions for the adjustment of the number of shares issuable upon conversion of the Class B Preferred Stock) shall thereafter be applicable, as nearly as may be practicable in relation to any securities thereafter deliverable upon the exercise hereof.

(iii) **No Fractional Shares.** If any adjustment under this Section 5(d) would require the issuance of a fractional share of Common Stock to a holder, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion shall be the next higher full number of shares.

Section 6. Redemption by Company.

(a) **Company's Right to Redeem at its Election.** At any time, commencing after one (1) year after the original date of issuance, the Company shall have the right, in its sole discretion, to redeem ("Redemption at Company's Election"), from time to time, any or all of the Class B Preferred Stock; provided (i) Company shall first provide thirty (30) days advance written notice as provided in subparagraph 6(b)(ii) below. If the Company elects to redeem some, but not all, of the Class B Preferred Stock, the Company shall redeem a pro rata amount from each Holder of the Class B Preferred Stock.

(b) **Redemption Price At Company's Election.** The "Redemption Price at Company's Election" shall be an amount per share equal to the sum of (i) 125% of the Original Class B Issue Price and (ii) all accrued and unpaid dividends thereon, whether or not earned or declared.

(c) **Mechanics of Redemption at Company's Election.** The Company shall effect each such redemption by giving at least thirty (30) days prior written notice ("Notice of Redemption") to the Holders of the Class B Preferred Stock selected for redemption, by first class, mail, postage prepaid at the address set forth on the stockholder records for the Class B Preferred Stock. Such Notice of Redemption shall indicate (i) the number of shares of Class B Preferred Stock that have been selected for redemption, (ii) the date which such redemption is to become effective (the "Date of Redemption At Company's Election") which shall not be less than 30 days or greater than 60 days following the mailing of the Notice of Redemption, and (iii) the applicable Redemption Price At Company's Election, as defined in (b)(i) above. Notwithstanding the above, Holder may convert into Common Stock, prior to the close of business on the Date of Redemption at Company's Election, any Class B Preferred Stock which it is otherwise entitled to convert.

(d) **Payment of Redemption Price.** Each Holder submitting Preferred Stock being redeemed under this Section 5 shall send its Class B Preferred Stock Certificates so redeemed to the Company, and the Company shall pay the applicable redemption price to that Holder by within five (5) business days of the Company's receipt of Preferred Stock Certificates representing the Class B Preferred Stock to be redeemed. The Company shall not be obligated to deliver the redemption price unless the Preferred Stock Certificates so redeemed are delivered to the Transfer Agent, or, in the event one or more certificates have been lost, stolen, mutilated or destroyed, the Holder has complied with Section 5(b)(i).

Section 6. Voting Rights.

The holders of the Class B Preferred Stock shall not be entitled to vote except as provided by law.

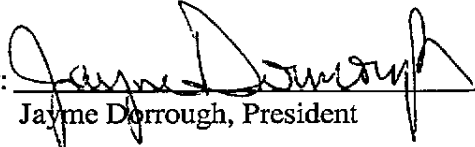
To the extent that under Florida Law the vote of the Holders of the Class B Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the Holders of at least a majority of the shares of the Class B Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Class B Preferred Stock (except as otherwise may be required under Florida Law) shall constitute the approval of such action by the class.

Holders of the Class B Preferred Stock shall be entitled to notice of all shareholder meetings or written consents with respect to which they would be entitled to vote, which notice would be provided pursuant to the Corporation's by-laws and applicable statutes.

Section 7. Status of Redeemed or Converted Stock. Any shares of Class B Preferred Stock which have not been issued within one year following the filing of these Articles or which have been converted shall return to the status of authorized but unissued Blank Check Preferred Stock of no designated series.

TECHLABS, INC.

March 15, 2005

By: 
Jayme Dorrrough, President