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From: Origin ID: FPRA (954)646-8241
Yucatan Holding Company Dorrough

1836 NE River Court

Jensen Beach, FL 34957

(Address)

(City/State/Zip/Phone #)

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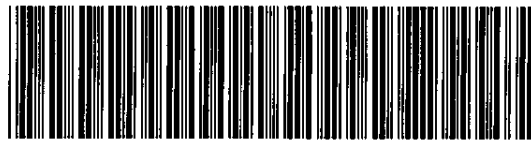
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Amend
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TECHLABS, INC.
(Document No. P98000047602)

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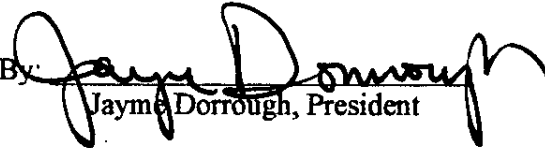
Pursuant to the provisions of Section 607.1006 and 607.0602 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is TECHLABS, INC.

SECOND: Annexed hereto is a resolution duly adopted by the Board of Directors on September 26, 2007 establishing a series of Preferred Stock of this Corporation. The amendment was duly adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated: September 26, 2007

TECHLABS, INC.

By: 
Jayme Dorrough, President

RESOLVED, that pursuant to the authority vested in the Board of Directors in accordance with the provisions of the Articles of Incorporation, a series of Preferred Stock of the Corporation be, and it hereby is, created out of the authorized but unissued shares of the Preferred Stock of the Corporation, such series to be designated Special Voting Preferred Stock and having the voting, dividend, conversion, priorities, preferences and relative and other rights and qualifications, limitations and restrictions set forth as follows:

1. Designation, Amount, Stated Value, Dividends. One (1) share of the Company's authorized but undesignated Preferred Stock shall be designated as Special Voting Preferred Stock (the "Special Voting Preferred Stock"). The stated value of the Special Voting Preferred Stock shall be \$0.001. The holder of share of Special Voting Preferred Stock shall not be entitled to receive dividends.

2. Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holder of Special Voting Preferred Stock may at his sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding share of Special Voting Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

3. Redemption. The Special Voting Preferred Stock is not redeemable without the prior written consent of the holder of such Special Voting Preferred Stock.

4. Conversion. The share of Special Voting Preferred Stock shall be convertible, at

the sole option of the Corporation, at any time after the date of issuance of such share at the office of this Corporation into such number of fully paid and non-assessable shares of common stock of the Corporation as is determined by mutual agreement of the Corporation and the holder of the Special Voting Preferred Stock at the time of conversion.

5. Voting Rights. The holder of the share of Special Voting Preferred Stock shall have the following voting rights:

(a) The holder of the share of Special Voting Preferred Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of the Corporation, voting together with the holders of the common stock and of any other shares of capital stock of the Corporation entitled to vote at a meeting of shareholders as one class, except in cases where a separate or additional vote or consent of the holders of any class or series of capital stock or other equity securities of the Corporation shall be required by these Articles or applicable law, in which case the requirement for any such separate or additional vote or consent shall apply in addition to the single class vote or consent otherwise required by this paragraph.

(b) As of each record date for the determination of the Corporation's shareholders entitled to vote on any matter (a "Record Date"), the share of Special Voting Preferred Stock shall have voting rights and powers equal to the number of votes that entitle the holder of the share of Special Voting Preferred Stock to exercise one vote more than one-half of all votes entitled to be cast as of such Record Date by all holders of capital stock of the Corporation so as to ensure that the votes entitled to be cast by the holder of the share of Special Voting Preferred Stock shall be equal to at least fifty-one percent (51%) of all votes entitled to be cast.

(c) Without the affirmative vote of the holder of the share of Special Voting Preferred Stock at a meeting of the shareholders of this Corporation called for such purpose, the Corporation will not amend, alter or repeal any provision of the Articles of Incorporation (by merger or otherwise) so as to adversely affect the preferences, rights or powers of the Special Voting Preferred Stock.

6. Status of Redeemed Stock. In the event the share of Special Voting Preferred Stock shall be redeemed pursuant to Section 3 hereof, or converted pursuant to Section 4 hereof, the share shall be cancelled and returned to the status of authorized but unissued shares of blank check preferred stock.

7. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of the share of Special Voting Preferred Stock.