

Thursday, January 21, 1999

Division of Corporations

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P98000048075

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

BASIC AMENDMENT

ECOMMERCE TOOLS INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amendment

<https://ccfas1.dos.state.fl.us/scripts/efilcovr.exe>

01-22-99

De

FILED
99 JAN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
JAN 22 10:10 AM '99

Thursday, January 21, 1999

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BASIC AMENDMENT

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Certificate of Status	0
Certified Copy	0
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99 JAN 21 PM 4:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

ECOMMERCE TOOLS INC.
277 ROYAL POINCIANA WAY
SUITE 192
PALM BEACH, FL 33480

SUBJECT: ECOMMERCE TOOLS INC.
REF: P98000048075

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000001745
Letter Number: 899A00002919

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H99000001745

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
eCommerce Tools Inc.**

FILED
99 JAN 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended , added or deleted)

Pursuant to the authority granted to the Board of Directors in Article III of the Articles of Incorporation authorizing the issuance of Preferred Stock the shareholders have approval and there is hereby created one (1) share of Special Preferred Voting Stock, designated the "Special Preferred Voting Stock", which shall have, in addition to the terms set forth in the Articles, the terms, conditions, designation, preferences, and privileges, as set forth on Exhibit "A" attached hereto and made a part hereof.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

Donald F. Mintmire / FL Bar Member 402435
Mintmire & Associates
265 Sunrise Avenue, Suite 204
PalmBeach FL 33480
561-832-5696

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THIRD: The date of each amendment's adoption:

December 15, 1998

FOURTH: Adoption of Amendment(s) check one:

☒

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐

The amendment(s) was/were approved by the shareholders through voting groups.

The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(Voting Group)"

☐

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this _____ day of January, 1999.

BY:

Mark A. Mintnire

(By the Chairmand or Vice Chairman of the
Board of Directors, President, or other officer
if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mark A. Mintnire

Typed or printed Name

President & Director

Title

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EXHIBIT "A"**TERMS OF SPECIAL PREFERRED VOTING SHARE**

Section 1. *Special Preferred Voting Stock Designated.* A series of Preferred Stock, consisting of one (1) share of such stock, is hereby designated as "Special Preferred Voting Stock". The outstanding share of Special Preferred Voting Stock shall be entitled at any relevant date to the number of votes (including for purposes of determining the presence of a quorum) determined in accordance with the terms and conditions of the "Exchangeable Shares" and the "Share Purchase Agreement" as such terms are defined in that certain share purchase agreement among eCommerce Tools, Inc., MediaStick Ltd., Scott Woynarski, Robert Axten, Paul Cooper, Prowess Holdings Limited and Hampton Park Ltd. dated December 15, 1998, (the "Share Purchase Agreement") on all matters presented to the holders of Common Voting Stock voting together as a single class. The Special Preferred Voting Stock shall have no other voting rights except as required by law. No dividend shall be paid to the holder of Special Preferred Voting Stock. The share of Special Preferred Voting Stock shall be entitled to \$1.00 on liquidation of the Corporation in preference to any shares of Common Stock of the Corporation, but only after the liquidation preference of any other shares of Preferred Stock of the Corporation has been paid in full. The Special Preferred Voting Stock is not convertible into any other class or series of the capital stock of the Corporation or into cash, property or other rights, and may not be redeemed, except pursuant to the last sentence of this Section.

The share of Special Preferred Voting Stock purchased or otherwise acquired by the Corporation shall be deemed retired and shall be canceled and may not thereafter be reissued or otherwise disposed of by the Corporation. So long as any Exchangeable Shares shall be outstanding, the number of shares comprising the Special Preferred Voting Stock shall not be increased or decreased and no other term of the Special Preferred Voting Stock shall be amended, except upon the approval of the holder of the outstanding shares of Special Preferred Voting Stock. At such time as no Exchangeable Shares of MediaStick Ltd., shall be outstanding, the Special Preferred Voting Stock shall automatically be redeemed, with the \$1.00 liquidation preference due and payable upon such redemption.

Section 2. *Restriction.* So long as the share of Special Preferred Voting Stock is outstanding, the Corporation shall (i) fully comply with all terms of the Exchangeable Shares and with all contractual obligations of the Corporation associated with such Exchangeable Shares and (ii) not amend, change or repeal this Section 2 except upon the unanimous approval of the holder of the outstanding share of Special Preferred Voting Stock.

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TOTAL P.04