

P98000050312

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
224-8870 • 1-800-342-8062 • Fax (850) 222-1222

KeyKard, Inc.

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*****35.00 *****35.00

- FILED
- 00 JUL 14 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File Photo _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
- RECEIVED
00 JUL 13 AM 10:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

07-14-00
CC

Requested by:

Name

CD

Date

7-13-00

Time

11:00

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 2000

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: KEY KARD, INC.
Ref. Number: P98000050312

We have received your document for KEY KARD, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must be identical to the name we have on file, please see correct name as we show on our records in the enclosed printout.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 000A00038611

Corrected

RECEIVED
00 JUL 14 AM 10:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

**ARTICLES OF AMENDMENT TO
KEY KARD, INC.**

THE UNDERSIGNED, being the president of KeyKard, Inc. does hereby amend its Articles of Incorporation as follows:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation shall continue to be **KEY KARD, INC.**

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 200,000,000 shares of common stock, \$.0001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The address of the principal place of business of this corporation in the State of Florida shall be 4476 Royal Fern Way, Palm Beach Gardens, FL 33410. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

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00 JUL 14 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

**ARTICLE IX
SHAREHOLDERS**

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril

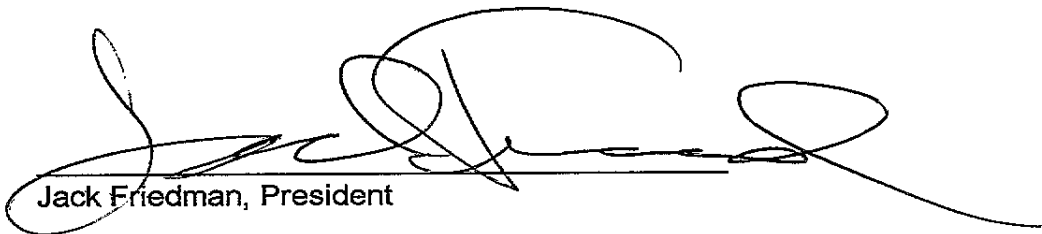
as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on July 10, 2000 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this 10th day of July, 2000.



Jack Friedman, President

The foregoing instrument was acknowledged before me on July 10, 2000 by Jack Friedman, who is personally known to me.



Notary Public

My commission expires:

