

P98000077324

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

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.

(((H99000033385 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 : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

FILED
99 DEC 29 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

99 DEC 29 PM 12:48

DIVISION OF CORPORATIONS

BASIC AMENDMENT

BIZPROLINK.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Amendment
12-29-99 DC

Fax Audit Number: H99000033385 8

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BIZPROLINK.COM, INC.**

(DOCUMENT NO. P98000077324)

Pursuant to the provisions of Section 607.1006, Florida Statutes, BIZPROLINK.COM, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article 4 of the Corporation's Articles of Incorporation has been amended in its entirety to read as follows:

"ARTICLE 4

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty-five Million (25,000,000), consisting of Twenty Million (20,000,000) shares of Common Stock with a par value of \$01 per share (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock with a par value of \$.01 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred

Fax Audit Number: H99000033385 8

99-DEC-29 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H99000033385 8

Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

SECOND: The foregoing amendment was adopted on September 1, 1999 by the Board of Directors of the Corporation and by the sole shareholder of the Corporation. The number of votes cast for the amendment were sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

THIRD: All issued and outstanding shares of Common Stock of the Corporation held by each holder of record on September 1, 1999 shall be automatically divided at a rate of 70,000 to 1. Any fractional shares created as a result of such split shall be rounded up to the next whole share.

FOURTH: The amendment was adopted by unanimous written consent of the Corporation's board of directors and shareholders on September 1, 1999.

FIFTH: The amendment neither adversely affects the rights or preferences of the holders of outstanding shares of any class or series, nor causes the percentage of authorized shares that remain unissued after the division to exceed the percentage of authorized shares that were unissued before the division.

SIXTH: The division of shares under the amendment set forth in paragraph 3 above shall take effect on September 15, 1999.

IN WITNESS WHEREOF, BIZPROLINK.COM, INC., a Florida corporation has caused these Articles of Amendment to be signed by its President this 29th day of December, 1999.

BIZPROLINK.COM, INC.,
a Florida corporation

By: 
Steven Sponder, President

Fax Audit Number: H99000033385 8