

P98000082070

LAW OFFICE OF L. VAN STILLMAN, P.A.

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FILED
99 SEP -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 10, 1999

FL Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/13/99-01074-001
*****87.50 *****87.50

RE: Norrstar, Inc.

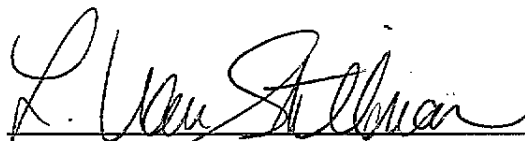
Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Articles of Incorporation of Norrstar, Inc. Also enclosed, a check in the amount of \$87.50 representing the filing fee and certified copy fee. Please forward the certified copy to this office in the self-addressed, stamped envelope provided for you.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

LAW OFFICE OF L. VAN STILLMAN, P.A.



L. Van Stillman, Esq.

Amend

LVS:kni
Enclosures

V. SHEPARD SEP 9 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

L. VAN STILLMAN, ESQ.
1177 GEORGE BUSH BLVD., STE. 308
DELRAY BEACH, FL 33483

SUBJECT: NORRSTAR ADVERTISING, INC.
Ref. Number: P98000082070

We have received your document for NORRSTAR ADVERTISING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 299A00043441

RECEIVED
99 SEP -9 AM 11:00
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

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Letter Number: 299A00043441

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORRSTAR ADVERTISING, INC.**

FILED
99 SEP -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **NORRSTAR ADVERTISING, INC.** were amended by the corporation's Shareholders on July 22, 1999. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is **NORRSTAR ADVERTISING, INC.**
2. The Articles of Incorporation of **NORRSTAR ADVERTISING, INC.** were amended as follows:

FIRST: Article III of the Articles of Incorporation is hereby deleted and the following added:

ARTICLE III Capital Stock

3.1 *Authorized Shares: The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand Five Hundred (1,500). The total number of shares of common stock which the Corporation is authorized to issue is One Thousand (1,000) and the par value of each share of such common stock is \$1.00 per share for an aggregate par value of One Thousand (\$1,000.00) Dollars. The total number of shares of preferred stock which the Corporation is authorized to issue is Five Hundred (500) and the par value of each share of such preferred stock is \$1.00 per share for an aggregate par value of Five Hundred (\$500.00) Dollars. The holders of the Preferred shares shall have the right to elect 51% of the members of the Board of Directors*

3.2 *Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:*

(a) *The number of shares constituting the series and the distinctive designation of the series;*

(b) *The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;*

(c) *Whether or not the shares of the series are redeemable and, if*

redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this ARTICLE or any resolution adopted by the board of directors pursuant to this ARTICLE.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

SECOND: Article IX is added to the Articles to read:

ARTICLE IX Indemnification

9.1 Indemnification:

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which

he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

(c) To the extent that any person referred to in paragraphs (a) and (b) of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b) of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the shareholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as provided in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs,

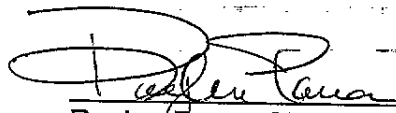
executors and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article 9.

(h) For the purposes of this Article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he/she would if he/she had served the resulting or surviving corporation in the same capacity.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on July 22, 1999 and by the holders of a majority of the shares entitled to vote on July 22, 1999 which constituted a sufficient number of votes for approval.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these Articles of Amendment on July 22, 1999.


Raylen Parra, Chairman

Prepared by:
L. Van Stillman, Esq.
1177 George Bush Blvd.
Suite 308
Delray Beach, Florida 33483
(561) 330-9903
Fla. Bar Number 165520