

P98000104765

Florida Department of State  
Division of Corporations  
Public Access System

## 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.**

(((H03000297342 3)))

**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) 404-0380

From: Account Name : WILLIAMS LAW GROUP  
Account Number : I19990000087  
Phone : (813) 831-9448  
Fax Number : (813) 832-5284

205-

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 OCT 16 PM 1:57

RECEIVED  
03 OCT 16 PM 12:07  
DIVISION OF CORPORATIONS

## BASIC AMENDMENT

SKYWAY COMMUNICATIONS HOLDING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment  
10/16/03 DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 16, 2003

SKYWAY COMMUNICATIONS HOLDING CORP.  
6021 142ND AVENUE NORTH  
CLEARWATER, FL 33670

SUBJECT: SKYWAY COMMUNICATIONS HOLDING CORP.  
REF: P98000104765

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 Florida Statute number 607.047 does not exist. Please correct the statute number within your document to read: 607.0602.

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) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H03000297342  
Letter Number: 303A00056484

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

October 15, 2003

SKYWAY COMMUNICATIONS HOLDING CORP.  
6021 142ND AVENUE NORTH  
CLEARWATER, FL 33670

SUBJECT: SKYWAY COMMUNICATIONS HOLDING CORP.  
REF: P98000104765

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

(((H03000297342 3)))

Articles of Amendment  
**STATEMENT OF  
 RESOLUTION ESTABLISHING TWO SERIES OF SHARES  
 OF  
 SKYWAY COMMUNICATIONS HOLDING CORP.**

To the Department of State  
 of the State of Florida

.0602

Pursuant to the provisions of Section 607.047 of the Florida General Corporation Act, the undersigned corporation submits the following statement for the purpose of amending its Articles of Incorporation in connection with the establishment and designation of a series of shares:

1. The name of the corporation is SkyWay Communications Holding Corp. (the "Corporation").

2. Attached hereto is a copy of the resolutions (the "Resolutions"), establishing and designating a series of the Corporation's shares of preferred stock as Series C Convertible Preferred Stock and Series D Convertible Preferred Stock and fixing and determining, the preferences, limitations and the relative rights thereof.

3. The Resolutions were adopted on <sup>July</sup> ~~June~~ 1, 2003. *Each Amendment was adopted on July 1, 2003.*

4. The Resolutions were duly adopted by all necessary action on the part of the Corporation. No shareholder approval was required to adopt these Resolutions and to establish and designate the series of the Corporation's shares of preferred stock as Series C Convertible Preferred Stock and Series D Convertible Preferred Stock. *the Board of Directors of Articles of Amendment*

IN WITNESS WHEREOF, the Corporation has caused this Statement of Resolution Establishing a Series of Shares to be signed by its duly authorized officer this 14<sup>th</sup> day of October, 2003.

**CORPORATION**

SkyWay Communications Holding Corp.

By: James Kent

James Kent, CEO

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 2003 OCT 16 PM 1:57

(((H03000297342 3)))

((H03000297342 3)))

**CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND  
LIMITATIONS OF  
SERIES C CONVERTIBLE PREFERRED STOCK  
\$.0001 PAR VALUE  
OF SKYWAY COMMUNICATIONS HOLDING CORP.**

Skyway Communications Holding Corp. (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies that pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, the Board of Directors on July 1, 2003, adopted a Resolution providing for the creation and issuance of the Corporation's Certificate of Designation, Preferences, Rights and Limitations for its Series C Convertible Preferred Stock, which Resolution is hereafter set forth in its entirety.

RESOLVED, that pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of its Articles of Incorporation, a series of the Corporation's authorized class of preferred stock, no par value, is hereby established as "Series C Convertible Preferred Stock" (hereinafter referred to as the Series C Preferred Stock), which series consists of 2,812,000 authorized shares. The issued and outstanding shares of the Series D Preferred Stock, as they may exist from time to time, are sometimes referred to below as the "Shares". The preferences, any relative, participating, optional or other special rights of, and the qualifications, limitations and restrictions imposed upon the Series D Preferred Stock shall be as follows:

1. Designation and Number of Shares. The designation of a series of Preferred Stock, no par value to be issued authorized by this resolution shall be the Series D Convertible Preferred Stock ("Series C Preferred Stock"). The number of shares of Series D Preferred Stock authorized hereby shall be 2,812,000 shares and no more except as provided herein.

2. Rank. The Series C Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank junior to any other series of preferred stock of Series A and Series B and senior to any other series of Preferred Stock.

3. Dividend Provisions. The holders of Series C Preferred Stock will not be entitled to receive any dividends.

((H03000297342 3)))

((H03000297342 3)))

4. Redemption Rights by the Corporation. The Corporation shall have no right to redeem the Series D Preferred Stock.

5. Voting Rights. Until or unless the Series C Preferred Stock is converted into Common Stock as set forth in paragraph 6 hereof, no holder of the Series C Preferred Stock shall have any voting rights except as may be required under Florida law in certain instances or as set forth herein.

6. Conversion.

a. The Holders shall have the right (the "Right") in its sole and absolute discretion to convert 2,812,000 shares of Convertible Preferred Stock - Series C issued by the Corporation (the "Shares") into 28,120,000 common shares of Corporation (the "Equity") on a one share for ten shares basis upon the occurrence of the following event:  
The Corporation signing additional contracts for installation of its system with a second airline or general aviation company or any combination thereof ["Conversion Event"].

b. Time of Conversion. The Share shall be convertible at any time, in whole or in part, at any time for a period commencing on the date of a Conversion Event and ending on December 31, 2013. No additional consideration is payable upon conversion.

c. Forfeiture. Liquidation Preference. The Shares shall be forfeited to Corporation for no consideration if a Conversion Event is not completed prior to December 31, 2013. The Shares shall have a preference over holders of Common Stock of the Corporation upon liquidation equal to its par value.

7. No Additional Consideration at Time of Conversion. No additional consideration is payable upon conversion.

8. Method of Conversion. Prior to conversion, the Holder shall furnish written notice to the Corporation, signed by an authorized representative of the Holder, or its assigns, which shall state the name in which the certificate for such Common Shares are to be issued, with address and social security number or tax identification number.

9. Priority in the Event of Liquidation or Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation and before any distribution shall be made to the holder of any class of the common stock of the Corporation but after distributions to Series A and B priority preferred stock, each holder of Series C Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the sum of \$.001 in cash for each Share of Series C  
((H03000297342 3)))

((H03000297342 3)))

Preferred Stock so held. After payment shall have been made in full to the holders of the Series C Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the exclusive benefit of such holders, the holders of the Series C Preferred Stock shall be entitled to no further participation in any distribution of the assets of the Corporation.

10. Assignability of Shares. The Shares may not be assigned by Holder at any time.

11. Representations and Warranties of Corporation. Upon conversion of the Shares, the underlying Common Shares shall be free and clear of all liens, claims, charges and encumbrances. The Corporation agrees to indemnify and hold harmless Holder in connection with any claim, loss, damage or expense, including attorneys' fees, trial and appellate levels, in connection with any breach of the foregoing.

12. Registration. The Holder shall have no registration rights relative to the shares of Common Stock underlying the Series C Preferred Stock.

13. Additional Provisions. Conversion of Series C Preferred Stock shall be subject to the following additional terms and provisions:

a) Replacement Certificates. As promptly as practicable after the surrender for conversion of any Series C Preferred Stock, the Corporation shall deliver or cause to be delivered at the principal office of the Corporation one or more certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may reasonably direct. Shares of the Series C Preferred Stock shall be deemed to have been converted as of the close of business on the anniversary date of the purchase of the Shares and the rights of the holders of such Series C Preferred Stock shall cease at such time, and each person in whose name a certificate for such shares is to be issued shall be treated for all purposes as having become the record holder of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall constitute the person in whose name each certificate for such shares is to be issued as the record holder thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

b) Subdivisions or Combinations. In the event that the Corporation shall at any time prior to a particular conversion, subdivide or combine its outstanding shares of Common Stock into a greater or lesser number of such shares, the number of shares of Common Stock issuable upon conversion of the Series C Preferred Stock shall be proportionately increased in the case of a combination, effective in either case at the close of business on the date which such subdivision or combination shall become effective.

((H03000297342 3)))

((H03000297342 3)))

c) Recapitalizations. In the event that the Corporation shall be recapitalized, consolidated with or merged into any other corporation, or shall sell or convey to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance for each holder of Series C Preferred Stock to thereafter receive in lieu of the Common Stock otherwise issuable upon conversion but at the conversion ratio stated above, the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Corporation.

d) Successive Adjustments. The adjustments hereinabove referenced shall be made successively if more than one event listed in the above subdivisions of this subsection shall occur.

e) No Fractional Shares. The Corporation shall not be required to issue any fractions of shares of Common Stock upon conversions of Series C Preferred Stock. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the conversion of any Series C Preferred Stock, the Corporation shall make adjustment for such fractional share interest by payment to the converting shareholder of cash in an amount bearing the same ratio to the fair market value of a whole share of Common Stock of the Corporation, as determined by the Corporation's Board of Directors, as the fractional interest to which the shareholder would otherwise be entitled bears to a whole share of Common Stock.

f) No Adjustments. No adjustment of the conversion ratio shall be made by reason of:

(i) The payment of any cash dividend on the Common Stock or any other class of the capital stock of the Corporation;

(ii) the purchase, acquisition, redemption or retirement by the Corporation of any shares of the Common Stock or of any other class of the capital stock of the Corporation, except as provided above;

(iii) the issuance, other than as provided in the subdivisions of this subsection, of any shares of Common Stock of the Corporation, or of any securities convertible into shares of Common Stock or other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Corporation, or of any other securities of the Corporation;

(iv) any offer by the Corporation to redeem or acquire shares of its Common Stock by paying or exchanging therefor stock of another corporation or the carrying out by the Corporation of the transactions contemplated by such offer, provided that at least 20 days prior to the expiration of any such offer the Corporation shall mail

((H03000297342 3)))



((H03000297342 3)))

written notice of such offer to the holders of the Series C Preferred Stock then of record;  
or

(v) the distribution to holders of Common Stock or other securities of another issuer, if the issuers of such securities shall be engaged at the time of such distribution in a business (i) which shall have been previously operated on a divisional or subsidiary basis by an entity acquired by the Corporation and (ii) which shall be distinct from the principal business of the entity to be acquired.

g) Reserve of Common Shares. The Corporation shall at all times reserve and keep available solely for the purpose of issuance upon conversion of Series C Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Series C Preferred Stock.

All shares of Common Stock which may be issued upon conversion of the shares of Series C Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

h) Expenses. The issuance of certificates representing shares of Common Stock upon conversion of the Series C Preferred Stock shall be made to each applicable shareholder without charge for any excise tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series C Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

i) Verification. Upon the occurrence of each adjustment or readjustment of the conversion ratio pursuant hereto, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series C Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series C Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustment or readjustment, (b) the conversion ratio at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of his Shares.

j) Status of Converted Stock. Once the Shares of Series C Preferred Stock are converted, the Shares so converted shall resume the status of authorized but unissued shares of preferred stock.

((H03000297342 3)))

((H03000297342 3))

14. Limitations on Corporation; Shareholder Consent. So long as any Shares of Series C Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of 80% of the holders of the outstanding Shares, voting as a class, change the preferences, rights or limitations with respect to the Series C Preferred Stock in any material respect prejudicial to the holders thereof, or increase the authorized number of Shares of such Series, but nothing herein contained shall require such a class vote or consent (a) in connection with any increase in the total number of authorized shares of Common Stock, or (b) in connection with the authorization, designation, increase or issuance of any series of preferred stock holding liquidation preference equal to or subordinate to the Series C Preferred Stock. Further, ((H03000297342 3))

(((H03000297342 3)))

no such vote or written consent of the holders of the Series C Preferred Stock shall be required if, at or prior to the time when such change is to take effect, provision is made for the redemption of all Shares at the time outstanding; and the provisions of this paragraph, shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures and other obligations, and to incur indebtedness to banks and to other lenders.

15. Stated Capital. Of the consideration received by the Corporation in exchange for the issuance of each share of the Series C Preferred Stock, zero shall constitute paid in capital.

16. Notices. All notices or other communications required or permitted to be given pursuant to this resolution shall be in writing and shall be considered as properly given or made if hand delivered, mailed by certified or registered mail, return receipt requested, or sent by prepaid telegram, if to the Corporation at its address indicated in its Annual Report as most recently filed with the Florida Department of State, and if to a holder of Series C Preferred Stock at the address set forth in the shareholder records as maintained by the Corporation, or to such other address as any such shareholder may have designated by like notice forwarded to the Corporation. All notices, except notices of change of address, shall be deemed given when mailed or hand delivered and notices of change of address shall be deemed given when received.

IN WITNESS WHEREOF, SkyWay Communications Holding Corp, has caused its corporate seal to be hereunto affixed and this Certificate to be executed by its CEO as of the first day of July, 2003.

  
Jim Kent, CEO

(((H03000297342 3)))

((H03000297342 3)))

**CERTIFICATE OF DESIGNATION, PREFERENCES, RIGHTS AND  
LIMITATIONS OF  
SERIES D CONVERTIBLE PREFERRED STOCK  
OF SKYWAY COMMUNICATIONS HOLDING CORP.**

Skyway Communications Holding Corp. (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies that pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of the Corporation, the Board of Directors on July 1, 2003, adopted a Resolution providing for the creation and issuance of the Corporation's Certificate of Designation, Preferences, Rights and Limitations for its Series D Convertible Preferred Stock, which Resolution is hereafter set forth in its entirety.

RESOLVED, that pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of its Articles of Incorporation, a series of the Corporation's authorized class of preferred stock, no par value, is hereby established as "Series D Convertible Preferred Stock" (hereinafter referred to as the Series D Preferred Stock), which series consists of 85,000 authorized shares. The issued and outstanding shares of the Series D Preferred Stock, as they may exist from time to time, are sometimes referred to below as the "Shares". The preferences, any relative, participating, optional or other special rights of, and the qualifications, limitations and restrictions imposed upon the Series D Preferred Stock shall be as follows:

1. Designation and Number of Shares. The designation of a series of Preferred Stock, no par value to be issued authorized by this resolution shall be the Series D Convertible Preferred Stock ("Series D Preferred Stock"). The number of shares of Series D Preferred Stock authorized hereby shall be 85,000 shares and no more except as provided herein.

2. Rank. The Series D Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to any other series of Preferred Stock except for Series A, B, and C Preferred stock.

3. Dividend Provisions. The holders of Series D Preferred Stock will not be entitled to receive any dividends.

((H03000297342 3)))

((H03000297342 3))

4. Redemption Rights by the Corporation. The Corporation shall have no right to redeem the Series D Preferred Stock.

5. Voting Rights. Until or unless the Series D Preferred Stock is converted into Common Stock as set forth in paragraph 6 hereof, no holder of the Series D Preferred Stock shall have any voting rights except as may be required under Florida law in certain instances or as set forth herein.

6. Automatic Conversion. The Holders shall have the right (the "Right") in its sole and absolute discretion to convert 85,000 shares of Convertible Preferred Stock - Series D issued by the Corporation (the "Shares") into 8,500,000 common shares of Corporation (the "Equity") upon a one share for one hundred share basis upon the occurrence of the following event:

The conversion of shares of Class A Preferred Stock into common stock.

7. No Additional Consideration at Time of Conversion. No additional consideration is payable upon conversion.

8. Method of Conversion. Prior to conversion, the Holder shall furnish written notice to the Corporation, signed by an authorized representative of the Holder, or its assigns, which shall state the name in which the certificate for such Common Shares are to be issued, with address and social security number or tax identification number.

9. Priority in the Event of Liquidation or Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation and preferences of Series A, B, and C preferred stock but before any distribution shall be made to the holder of any class of the common stock of the Corporation, each holder of Series D Preferred Stock shall be entitled to receive, out of the assets of the Corporation, the sum of \$.001 in cash for each Share of Series D Preferred Stock so held. After payment shall have been made in full to the holders of the Series D Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the exclusive benefit of such holders, the holders of the Series D Preferred Stock shall be entitled to no further participation in any distribution of the assets of the Corporation.

10. Assignability of Shares. The Shares may not be assigned by Holder at any time.

11. Representations and Warranties of Corporation. Upon conversion of the Shares, the underlying Common Shares shall be free and clear of all liens, claims, charges and encumbrances. The Corporation agrees to indemnify and hold harmless Holder in connection with any claim, loss, damage or expense, including attorneys' fees, trial and appellate levels, in connection with any breach of the foregoing.

((H03000297342 3))

((H03000297342 3)))

12. Registration. The Holder shall have registration rights relative to the shares of Common Stock underlying the Series D Preferred Stock similar to those underlying the Series A preferred stock..

13. Additional Provisions. Conversion of Series D Preferred Stock shall be subject to the following additional terms and provisions:

a) Replacement Certificates. As promptly as practicable after the surrender for conversion of any Series D Preferred Stock, the Corporation shall deliver or cause to be delivered at the principal office of the Corporation one or more certificates representing the shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may reasonably direct. Shares of the Series D Preferred Stock shall be deemed to have been converted as of the close of business on the anniversary date of the purchase of the Shares and the rights of the holders of such Series D Preferred Stock shall cease at such time, and each person in whose name a certificate for such shares is to be issued shall be treated for all purposes as having become the record holder of such Common Stock at such time; provided, however, that any such surrender on any date when the stock transfer books of the Corporation shall be closed shall constitute the person in whose name each certificate for such shares is to be issued as the record holder thereof for all purposes at the close of business on the next succeeding day on which such stock transfer books are open.

b) Subdivisions or Combinations. In the event that the Corporation shall at any time prior to a particular conversion, subdivide or combine its outstanding shares of Common Stock into a greater or lesser number of such shares, the number of shares of Common Stock issuable upon conversion of the Series D Preferred Stock shall be proportionately increased in the case of a combination, effective in either case at the close of business on the date which such subdivision or combination shall become effective.

c) Recapitalizations. In the event that the Corporation shall be recapitalized, consolidated with or merged into any other corporation, or shall sell or convey to any other corporation all or substantially all of its property as an entity, provision shall be made as part of the terms of such recapitalization, consolidation, merger, sale or conveyance for each holder of Series D Preferred Stock to thereafter receive in lieu of the Common Stock otherwise issuable upon conversion but at the conversion ratio stated above, the same kind and amount of securities or assets as may be distributable upon such recapitalization, consolidation, merger, sale or conveyance, with respect to the Common Stock of the Corporation.

d) Successive Adjustments. The adjustments hereinabove referenced shall be made successively if more than one event listed in the above subdivisions of this subsection shall occur.

e) No Fractional Shares. The Corporation shall not be required to issue any  
((H03000297342 3)))

((H03000297342 3)))

fractions of shares of Common Stock upon conversions of Series D Preferred Stock. If any interest in a fractional share of Common Stock would otherwise be deliverable upon the conversion of any Series D Preferred Stock, the Corporation shall make adjustment for such fractional share interest by payment to the converting shareholder of cash in an amount bearing the same ratio to the fair market value of a whole share of Common Stock of the Corporation, as determined by the Corporation's Board of Directors, as the fractional interest to which the shareholder would otherwise be entitled bears to a whole share of Common Stock.

f) No Adjustments. No adjustment of the conversion ratio shall be made by reason of:

(i) The payment of any cash dividend on the Common Stock or any other class of the capital stock of the Corporation;

(ii) the purchase, acquisition, redemption or retirement by the Corporation of any shares of the Common Stock or of any other class of the capital stock of the Corporation, except as provided above;

(iii) the issuance, other than as provided in the subdivisions of this subsection, of any shares of Common Stock of the Corporation, or of any securities convertible into shares of Common Stock or other securities of the Corporation, or of any rights, warrants or options to subscribe for or purchase shares of the Common Stock or other securities of the Corporation, or of any other securities of the Corporation;

(iv) any offer by the Corporation to redeem or acquire shares of its Common Stock by paying or exchanging therefor stock of another corporation or the carrying out by the Corporation of the transactions contemplated by such offer, provided that at least 20 days prior to the expiration of any such offer the Corporation shall mail written notice of such offer to the holders of the Series D Preferred Stock then of record; or

(v) the distribution to holders of Common Stock or other securities of another issuer, if the issuers of such securities shall be engaged at the time of such distribution in a business (i) which shall have been previously operated on a divisional or subsidiary basis by an entity acquired by the Corporation and (ii) which shall be distinct from the principal business of the entity to be acquired.

g) Reserve of Common Shares. The Corporation shall at all times reserve and keep available solely for the purpose of issuance upon conversion of Series D Preferred Stock, as herein provided, such number of shares of Common Stock as shall be issuable upon the conversion of all outstanding Series D Preferred Stock.

All shares of Common Stock which may be issued upon conversion of the shares of Series D Preferred Stock will upon issuance by the Corporation be validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof.

((H03000297342 3)))

((H03000297342 3)))

h) Expenses. The issuance of certificates representing shares of Common Stock upon conversion of the Series D Preferred Stock shall be made to each applicable shareholder without charge for any excise tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Series D Preferred Stock so converted, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

i) Verification. Upon the occurrence of each adjustment or readjustment of the conversion ratio pursuant hereto, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, cause independent public accountants selected by the Corporation to verify such computation and prepare and furnish to each holder of Series D Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series D Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (a) such adjustment or readjustment, (b) the conversion ratio at the time in effect, and (c) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of his Shares.

j) Status of Converted Stock. Once the Shares of Series D Preferred Stock are converted, the Shares so converted shall resume the status of authorized but unissued shares of preferred stock.

14. Limitations on Corporation; Shareholder Consent. So long as any Shares of Series D Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote or the written consent as provided by law of 80% of the holders of the outstanding Shares, voting as a class, change the preferences, rights or limitations with respect to the Series D Preferred Stock in any material respect prejudicial to the holders thereof, or increase the authorized number of Shares of such Series, but nothing herein contained shall require such a class vote or consent (a) in connection with any increase in the total number of authorized shares of Common Stock, or (b) in connection with the authorization, designation, increase or issuance of any series of preferred stock holding liquidation preference equal to or subordinate to the Series D Preferred Stock. Further, no such vote or written consent of the holders of the Series D Preferred Stock shall be required if, at or prior to the time when such change is to take effect, provision is made for the redemption of all Shares at the time outstanding; and the provisions of this paragraph, shall not in any way limit the right and power of the Corporation to issue any bonds, notes, mortgages, debentures and other obligations, and to incur indebtedness to banks and to other lenders.

15. Stated Capital. Of the consideration received by the Corporation in exchange for the issuance of each share of the Series D Preferred Stock, \$.0001 shall constitute paid in capital.

16. Notices. All notices or other communications required or permitted to be  
((H03000297342 3)))



(((H03000297342 3)))

given pursuant to this resolution shall be in writing and shall be considered as properly given or made if hand delivered, mailed by certified or registered mail, return receipt requested, or sent by prepaid telegram, if to the Corporation at its address indicated in its Annual Report as most recently filed with the Florida Department of State, and if to a holder of Series D Preferred Stock at the address set forth in the shareholder records as maintained by the Corporation, or to such other address as any such shareholder may have designated by like notice forwarded to the Corporation. All notices, except notices of change of address, shall be deemed given when mailed or hand delivered and notices of change of address shall be deemed given when received.

IN WITNESS WHEREOF, SkyWay Communications Holding Corp, has caused its corporate seal to be hereunto affixed and this Certificate to be executed by its CEO as of the first day of July, 2003.

  
Jim Kent, CEO

(((H03000297342 3)))