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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 26 PM 2:14

October 19, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: Articles of Amendment to the Articles of Incorporation for Dynamic Imaging Group, Inc.

Greetings:

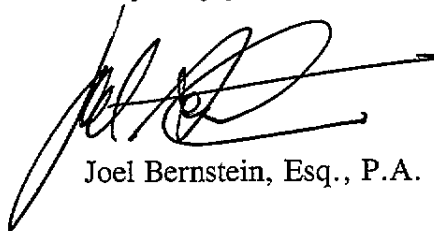
Enclosed please find the Articles of Amendment to the Articles of Incorporation for the following:

DYNAMIC IMAGING GROUP, INC.

Also, please find enclosed our check in the amount of \$35 to cover the fee.

Please return a copy to us for our files.

Very truly yours,



Joel Bernstein, Esq., P.A.

JB/jm
enc.

Amend.

V SHEPARD NOV 1 2001

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DYNAMIC IMAGING GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. The name of the Company (hereinafter called the "Company") is DYNAMIC IMAGING GROUP, INC.

2. The Articles of Incorporation of the Company (the "Articles of Incorporation") authorizes the issuance of Ten Million (10,000,000) shares of preferred stock and expressly vests in the Board of Directors of the Company the authority provided therein to issue any or all undesignated preferred shares in one or more series and to establish the designation and number and to fix the relative rights and preferences of each series to be issued.

3. The Board of Directors of the Company, pursuant to the authority expressly vested in it as aforesaid, has adopted on October 16, 2001 these Articles of Amendment creating a series of preferred stock to be designated as "Series A Convertible Preferred Stock". No vote of the shareholders of the Company was required.

Section 1. Designation and Amount. 6,000,000 shares of the Company's authorized but undesignated preferred stock shall be designated as Series A Convertible Preferred Stock (the "Series A Convertible Preferred Stock").

Section 2. Rank. The Series A Convertible Preferred Stock shall rank: (i) junior to any other class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to the Series A Convertible Preferred Stock (collectively, the "Senior Securities"); (ii) prior to all of the Company's Common Stock ("Common Stock"); (iii) prior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to any Series A Convertible Preferred Stock (collectively, with the Common Stock, "Junior Securities"); and (iv) on parity with the Company's Series A Preferred Stock and any class or series of capital stock of the Company hereafter created specifically ranking by its terms on parity with the Series A Convertible Preferred Stock ("Parity Securities") in each case as to distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntary or involuntary (all such distributions being referred to collectively as "Distributions").

Section 3. Dividends. The Series A Convertible Preferred Stock shall not be entitled to receive any dividends.

Section 4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Company ("Liquidation Event"), either voluntary or involuntary, the Holders of shares of Series A Convertible Preferred Stock shall be entitled to receive, immediately after any distributions to Senior Securities required by the Company's Articles of Incorporation or any certificate of designation, and prior in preference to any distribution to

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Junior Securities but in parity with any distribution to Parity Securities, an amount per share equal to the original issue price paid to the Company for such shares. If upon the occurrence of such event, and after payment in full of the preferential amounts with respect to the Senior Securities, the assets and funds available to be distributed among the Holders of the Series A Convertible Preferred Stock and Parity Securities shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the Holders of the Series A Convertible Preferred Stock and the Parity Securities, respectively, then the entire assets and funds of the Company legally available for distribution shall be distributed among the Holders of the Series A Convertible Preferred Stock and the Parity Securities, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled by the Company's Articles of Incorporation and any certificate(s) of designation relating thereto.

(b) Upon the completion of the distribution required by subsection 4(a), if assets remain in this Company, they shall be distributed to holders of Junior Securities.

Section 5. Conversion. The Series A Convertible Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Holders Right to Convert. Each record Holder of Series A Convertible Preferred Stock shall be entitled (at the times set forth below) to convert (in multiples of one preferred share) any or all of the shares of Series A Convertible Preferred Stock held by such Holder at any time after one (1) year following the date of the last closing of a purchase and sale of Series A Convertible Preferred Stock that occurs pursuant to the offering of the Series A Convertible Preferred Stock by the Company, into that number of fully-paid and non-assessable shares of Common Stock of the Company calculated in accordance with the following formula (the "Conversion Rate"):

(b) Subject to the adjustments and limitations herein, the number of shares of Common Stock which shall be issued upon conversion of shares of Series A Convertible Preferred Stock shall be calculated as follows:

$$\frac{\text{Number of Shares of Series A Convertible Preferred Stock being Converted} \times \$1.50}{\text{Market Price}} = \text{Number of Shares of Common Stock Issued on Conversion}$$

The Market Price shall be the average of the highest closing bid and lowest closing asked prices for the Common Stock for the ten (10) trading days ending on and including the trading day prior to the date the applicable notice of conversion has been given by the Company pursuant to Section 4(c) or received by the Company pursuant to Section 4(d). Such closing prices shall be based upon the closing prices reported by the principal market for such shares or the "pink sheets" by the National Quotation Bureau, Inc. If the said prices cannot be calculated as aforesaid, the prices shall be the fair market value of the Common Stock.

(c) Mechanics of Holder's Conversion. Before any holder of Series A Convertible Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Common Stock, and shall give written notice to the Company (the "Notice of Conversion") at such office that he elects to convert the same and shall state therein the number of shares of Series A Convertible Preferred Stock being converted. Thereupon the Company shall promptly issue and deliver to such holder of Series A Convertible Series A Convertible Preferred Stock a certificate or certificates for the number of shares of Common Stock to which he shall be entitled.

Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Convertible Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(i) Lost or Stolen Certificates. Upon receipt by the Company of evidence of the loss, theft, destruction or mutilation of any Series A Convertible Preferred Stock Certificates, and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Company and its Transfer Agent, and upon surrender and cancellation of the Series A Convertible Preferred Stock Certificate(s), if mutilated, the Company shall execute and deliver new Series A Convertible Preferred Stock Certificate(s) of like tenor and date. However, Company shall not be obligated to re-issue such lost or stolen Preferred Stock Certificates if Holder contemporaneously requests Company to convert such Series A Convertible Preferred Stock into Common Stock.

(ii) No Fractional Shares. If any conversion of the Series A Convertible Preferred Stock would create a fractional share of Common Stock to a holder or a right to acquire a fractional share of Common Stock, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion, shall be the next higher number of shares, or the Company may at its option pay cash equal to fair value of the fractional share based on the fair market value of one share of the Company's Common Stock on the date of conversion, as determined in good faith by the Board of Directors.

(d) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all then outstanding Series A Convertible Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series A Convertible Preferred Stock, the Company will take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(e) Adjustment to Conversion Rate.

(i) Adjustment Due to Stock Split, Stock Dividend, Etc. If, prior to the conversion of all of the Series A Convertible Preferred Stock, the number of outstanding shares of Common Stock is increased by a stock split, stock dividend, or other similar event, the Conversion Rate and number of shares of Common Stock issuable on conversion shall be proportionately reduced, or if the number of outstanding shares of Common Stock is decreased by a combination or reclassification of shares, or other similar event, the Conversion Rate shall be proportionately increased.

(ii) Adjustment Due to Merger, Consolidation, etc. If, prior to the conversion of all Series A Convertible Preferred Stock, there shall be any merger, consolidation, exchange of shares, recapitalization, reorganization, or other similar event, as a result of which shares of Common Stock of the Company shall be changed into the same or a different number of shares of the same or another class or classes of stock or securities of the Company or another entity (each a "Business Combination Event"), then the Holders of Series A Convertible Preferred Stock shall thereafter have the right to receive upon conversion of Series A Convertible Preferred Stock, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Common Stock immediately theretofore issuable upon conversion, such stock, securities and/or other assets which the Holder would have been entitled to receive in such transaction had the Series A Convertible Preferred Stock been converted immediately prior to such transaction, and in any such case appropriate provisions shall be made with respect to the rights and interests of the Holders of the Series A Convertible Preferred Stock to the end that the provisions hereof (including, without limitation, provisions for the adjustment of the Conversion Rate and of the number of shares issuable upon conversion of the Series A Convertible Preferred Stock) shall thereafter be applicable, as nearly as may be practicable in relation to any securities thereafter deliverable upon the exercise hereof.

(iii) No Fractional Shares. If any adjustment under this Section 5(e) would require the issuance of a fractional share of Common Stock to a holder, such fractional share shall be disregarded and the number of shares of Common Stock issuable upon conversion shall be the next higher full number of shares.

Section 7. Voting Rights.

The Holders of the Series A Convertible Preferred Stock shall have no voting power whatsoever, and no Holder of Series A Convertible Preferred Stock shall vote or otherwise participate in any proceeding in which actions shall be taken by the Company or the shareholders thereof or be entitled to notification as to any meeting of the shareholders except as otherwise provided by the Florida Business Corporation Act ("Florida Law").

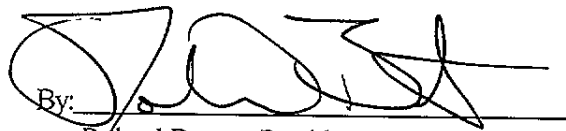
To the extent that under Florida Law the vote of the Holders of the Series A Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Company, the affirmative vote or consent of the Holders of at least a majority of the shares of the Series A Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority

of the shares of Series A Convertible Preferred Stock (except as otherwise may be required under Florida Law) shall constitute the approval of such action by the class.

Section 8. Status of Redeemed or Converted Stock. In the event any shares of Series A Convertible Preferred Stock shall be redeemed or converted, the shares so converted or redeemed shall be canceled, shall return to the status of authorized but unissued Preferred Stock of no designated series, and shall not be issuable by the Company as Series A Convertible Preferred Stock.

Signed on October 16, 2001

DYNAMIC IMAGING GROUP, INC.

By: 
Roland Breton, President