

P99000021605

DAVID M. BOVI, P.A.

David M. Bovi

*Counselor At Law*

*L.L.M. Securities Regulation*

The Comeau Building

319 Clematis Street • Suite 812  
West Palm Beach, FL 33401

Phone (561) 655-0665

Fax (561) 655-0693

November 11, 1999

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

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-11/22/99--01126--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MYMEDIC.COM, INC.  
Document Number P99000021605

Enclosed are the original and one copy of the articles of amendment to articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the filing fees for the above-named Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi  
David M. Bovi, P.A.  
319 Clematis Street, Suite 812  
West Palm Beach, Florida 33401

Amend  
12-2-99  
BVT

FILED  
99 NOV 22 AM 9:31  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MYMEDIC.COM, INC.

**FILED**  
99 NOV 22 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article III of the amended articles of incorporation of MYMEDIC.COM, INC. was amended by the corporation's board of directors on November 4, 1999. The corporation is filing these articles of amendment to the amended articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is MYMEDIC.COM, INC.
2. Article III of the amended articles of incorporation of MYMEDIC.COM, INC. shall be amended as follows:

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1. 250,000,000 shares of Common Stock, no par value; and
2. 50,000,000 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and series and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and series and the preferences, limitations, and relative rights of each class and series.

Of these shares of Preferred Stock, 2,500,00 shall have the following preferences, limitations, and relative rights:

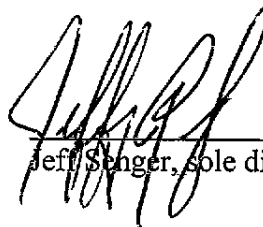
- A. The designation of the series of preferred stock created herein shall be "Convertible Preferred Stock - A" (the "Series"). The stated value of each share of the Series shall be \$0.01 par value.
- B. The holders of record of the shares of the Series shall be entitled to receive, when, as and if declared by the Board of Directors and out of the assets of the corporation which are legally available for the payment of dividends, a fixed dividend equal to \$0.01 per share, annually, which shall be non-cumulative, and which shall be set aside and paid before any dividend shall be set aside or paid upon the shares of the corporation's Common Stock, no par value ("Common Stock").
- C. The holders of shares of the Series shall have the right, at their option, to convert shares of the Series into shares of Common Stock at any time subsequent to the earlier to occur of the following: (i) one day prior to the date the corporation files

with the U.S. Securities and Exchange Commission a registration statement promulgated under the Securities Act of 1933, as amended (the "Securities Act") in connection with an initial public offering of the corporation's Common Stock; or (ii) on the one year anniversary of the date of issuance of the shares of the Series. The shares of the Series, upon surrender, shall be convertible at the office of any transfer agent for the Common Stock into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock deliverable upon conversion of one (1) share of the Series shall be two (2).

- D. The shares of the Series shall have identical voting rights and powers as the Common Stock, except that each share of the Series shall be entitled to vote the number of votes equal to 1.25 times the number of shares of Common Stock into which such share of the Series is convertible.
- E. In the event of any liquidation or dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the shares of the Series shall be entitled to be paid in full, the par value of their shares before any amount shall be paid to the holders of the Common Stock. Subsequently, the holders of the shares of the Series shall have identical rights and preferences as the holders of Common Stock, except that each share of the Series shall be entitled to receive and to be paid out of the assets of the corporation available for distribution to its stockholders the ratable amount equal to the number of shares of Common Stock into which such share of the Series is convertible.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on November 4, 1999. No shareholder action was required.

Signed this 4th day of November, 1999.

 President  
Jeff Senger, sole director