

OCT. 8. 1999 9:00AM
Division of Corporations

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P99000023169

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BASIC AMENDMENT
HOSTLOGIC, INC.

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

Amendment

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NO.013 P.2

Audit No.: H99000025398

**ARTICLES OF AMENDMENT
FOR
HOSTLOGIC, INC.**

Pursuant to Florida Statutes 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article III - Capital Stock is hereby amended to read as follows:

1. The Corporation is authorized to issue 76,000,000 shares divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	75,000,000	\$0.01
Preferred	1,000,000	\$1.00

2. The preferred shares shall only be entitled to receive stock dividends in kind at the annual rate of 10% of the outstanding preferred shares. If said shares are held for less than a full year, the annual rate of 10% shall be adjusted to the proportion that the number of days such shares were held bears to the total number of days in such year. The preferred shares shall not be entitled to vote on any matters unless provided by Florida law.

3. The preferred shares shall be redeemed in whole at par value (\$1.00 per share) upon the occurrence of any of the following events:

- (1) The Corporation conducts a successful initial public offering (IPO) of its stock;
- (2) The Corporation is acquired by a third party through a merger;
or
- (3) The Corporation sells all or substantially all of its assets.

4. To the extent dividends provided for in Article III(2) above have accumulated prior to the occurrence of any of the events listed in Article III(3), such dividends shall be paid prior to the mandatory redemption.

Gregory J. Blodig, Esq.
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Audit No. H99000025398

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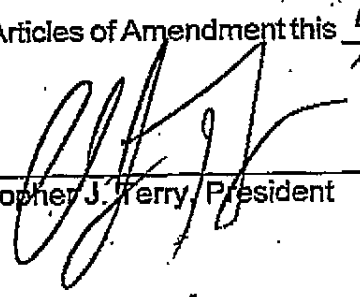
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2. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.

3. The foregoing amendments were adopted on October 4, 1999.

Whereof, the undersigned has executed these Articles of Amendment this 4 day of October, 1999.



Christopher J. Ferry, President

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