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**CAPITAL CONNECTION, INC.**

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FILED  
JUL - 6 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Auction Share, Inc.

100002923201--3

-07/06/99--01009--024

\*\*\*\*\*43.75 \*\*\*\*\*43.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File *Cert*

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

C. COULLETTE JUL 06 1999

Signature

Requested by: *DS*

*7-6-99*

*11:00*

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF AMENDMENT**

**OF**

**AUCTIONSHARE, INC.**

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TALLAHASSEE, FLORIDA

1. Article 7 of the Articles of Incorporation of Auctionshare, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

**ARTICLE 7**

**CORPORATE CAPITALIZATION**

(a) Authorized Shares. This corporation is authorized to issue 5,000,000 shares of common stock of par value of \$0.01 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

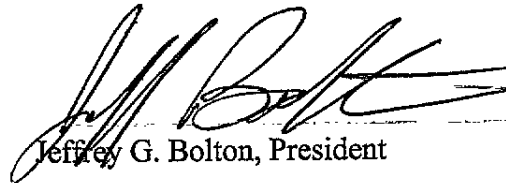
2. Each share of common stock issued and outstanding as of the date hereof shall be converted into 10,000 shares of common stock, upon the filing of these Articles of Amendment with the Secretary of State, State of Florida.

3. The foregoing amendment was adopted by all of the directors and shareholders of the corporation on June 29, 1999.

4. The foregoing amendment shall become effective when filed with the Secretary of State, State of Florida.

**IN WITNESS WHEREOF**, the undersigned President of the corporation has executed these Articles of Amendment, this 29th day of June, 1999.

(Corporate Seal)



Jeffrey G. Bolton, President