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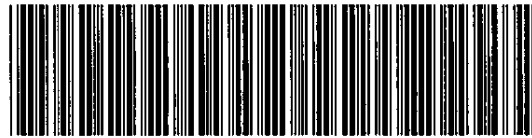
(Business Entity Name)

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Amend

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2008 SEP 22 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/25/08



September 18, 2008

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA: FEDERAL EXPRESS

Dear Sir/Madam:

Enclosed are duplicate original so the Articles of Amendment to the Articles of Incorporation of CyberWize.com, Inc., a Florida corporation, and our check made payable to the Florida Division of Corporations in the amount of \$43.75. Using one of the enclosed originals, please provide a certified copy of the Articles of Amendment and return it to our office via regular U.S. mail. We have also enclosed a self address stamped envelope for your convenience.

Thank you, and please contact me should any problems arise in connection with this filing.

Sincerely,

Lisa Folis
Senior Legal Administrator

www.cyberwize.com

Ph: 941-371-1010

Fax: 941-371-9606

2829 Cattlemen Road

Sarasota, FL 34232

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
CYBERWIZE.COM, INC.**

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Pursuant to sections 607.602, 607.603, and 607.0621, Florida Statutes, the Articles of Incorporation of CyberWize.com, Inc., a Florida corporation (the "Corporation"), are hereby amended by designating and setting forth the terms of the Series A Preferred Stock of the Corporation's authorized preferred shares of stock as follows:

There is hereby created, out of the 5,000,000 shares of preferred stock, par value \$0.001, of the Corporation as authorized in Article V of the Corporation's Articles of Incorporation (the "Preferred Stock"), a series of the Preferred Stock consisting initially of 800 shares and having an aggregate liquidation preference of \$8,000,000: "Cumulative Preferred Stock, 7%, Series A" (hereinafter called the "Series A Preferred") which series shall the following powers, designations, preferences, participating, and relative optional or other rights, and the following qualification, limitations and restrictions (in addition to any powers, designations, preferences, participating and relative optional or other rights, and any qualifications, limitations and restrictions, set forth in the Corporation's Articles of Incorporation which are applicable to the Preferred Stock:

1. DIVIDEND RIGHTS.

(a) Each share of Series A Preferred Stock of the Corporation (the "Series A Preferred"), in preference to the holders of Common Stock, shall accrue cumulative dividends from the September 8, 2008 (the "Deemed Issuance Date") (whether before or after the filing date hereof) at the rate of \$58.33 per share per month (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof).

(b) So long as any shares of Series A Preferred are outstanding, the Company shall not pay or declare any dividend, whether in cash or property, or make any other distribution on the Common Stock, or purchase, redeem or otherwise acquire for value any shares of Common Stock until all dividends as set forth in Section 1(a) above on the Series A Preferred shall have been paid or declared and set apart.

(c) The dividend payment date for the shares of Series A Preferred is the first day of the month commencing October 1, 2008.

2. LIQUIDATION RIGHTS.

(a) Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (a "**Liquidation Event**"), before any distribution or payment shall be made to the holders of any Common Stock, the holders of Series A Preferred shall be entitled to be paid out of the assets of the Company legally available for distribution, or the consideration received in such transaction, on a pari passu basis for each share of Series A Preferred held by them, an amount per share of Series A Preferred in cash equal to the Original Issue Price plus all accrued and unpaid dividends on the Series A Preferred (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares after the filing date hereof) (the "**Liquidation Amount**"). The "**Original Issue Price**" of the Series A Preferred shall be \$10,000.

(b) After the payment of the full Liquidation Amount, the assets of the Company legally available for distribution in such Liquidation Event (or the consideration received in such transaction), if any, shall be distributed ratably to the holders of the Common Stock.

3. **MERGER OR CONSOLIDATION** In case of any consolidation or merger to which the Corporation is a party, other than a merger or consolidation in which the Corporation is the surviving corporation, or in the case of any sale or exchange of substantially all of the property of the Corporation, or in case of any statutory exchange of substantially all of the Corporation's Common Stock with another corporation, each holder of shares of Preferred Stock then outstanding will have the right thereafter to convert such shares into cash in an amount equal to the Liquidation Amount.

4. **CONVERSION RIGHTS.** The Series A Preferred is not convertible.

5. **REDEMPTION.** The Corporation may, at its option, purchase, redeem or otherwise acquire any shares of Series A Preferred Stock at any time for the Liquidation Amount for such shares.


6. **VOTING RIGHTS.** The Series A Preferred is not voting, except that for so long as any shares of Series A Preferred remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least fifty percent (50%) of the outstanding Series A Preferred (the "**Requisite Majority**") shall be necessary for effecting or validating the following actions:

a.. Any authorization or any designation, whether by reclassification or otherwise, of any equity securities of the Company ranking on a parity with or senior to the Series A Preferred in right of liquidation preference or dividends or any increase in the authorized or designated number of any such new class or series.

b. Any change to this Certificate of Designation.

The amendments contained herein were approved and adopted at a special meeting of the Corporation's board of directors held at the principal offices of the Corporation on August 28, 2008. The number of votes cast for the amendments contained herein by the directors of the Corporation was sufficient for approval.

IN WITNESS WHEREOF, the vice president of the Corporation has executed these Amended and Restated Articles of Incorporation.



Timothy M. Seat
Vice President