

P99000035005

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04 JUL 16 PM 4:30

CLERK OF STATE  
TALLAHASSEE, FLORIDA

Amend  
@ 7.22.04

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04 JUL 16 PM 4: 3  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 12, 2004

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

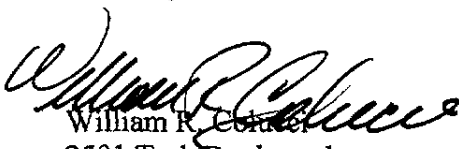
VIA U.S. MAIL

Re: BF ACQUISITION GROUP III, INC.  
Document Number P99000035005

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

Thank you for your assistance in this matter.

Sincerely,

  
William R. Conner  
2501 Turk Boulevard  
San Francisco, California 94118  
Phone: 415-831-1974  
Fax: 415-831-1972

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BF ACQUISITION GROUP III, INC.**

FILED  
04 JUL 16 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

- I. The name of the corporation is BF ACQUISITION GROUP III, INC.
- II. The following amendment to the articles of incorporation were adopted and approved by the board of directors on July 12, 2004. The number of votes cast for the amendments were sufficient for approval. Shareholder approval was not required.
  1. Article III of the original articles of incorporation shall be deleted and replaced with the following:

**ARTICLE III. CAPITAL STOCK.**

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

1. 50,000,000 shares of Common Stock, \$0.001 par value; and
2. 5,000,000 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.
3. Of these shares of Preferred Stock, 3,000,000 shares shall have the following preferences, limitations and relative rights:
  - A. The stated value of each share of the Series A Preferred Stock shall be \$0.50 par value.
  - B. The holders of the shares of the Series A Preferred Stock shall have the right, at their option, to convert shares of the Series A Preferred Stock into shares of the corporation's common stock at any time subsequent to the three-year anniversary of the date of issuance of the shares of the Series A Preferred Stock. The shares of the Series A Preferred Stock, upon surrender, shall be convertible at the office of any transfer agent for the corporation's common stock into fully paid and non-assessable shares of the corporation's common stock. The number of shares deliverable upon conversion of one (1) share of the Series A Preferred Stock shall be one (1).

- C. The shares of the Series A Preferred Stock shall have identical voting rights and powers as common stock, except that each share of the Series A Preferred Stock is entitled to vote two (2) common stock votes per share of Series A Preferred Stock on all matters that holders of common stock are entitled to vote on, without provision for cumulative voting. Each share of the Series A Preferred Stock is entitled to vote one (1) vote per share on all matters relating to matters concerning the Series A Preferred Stock, without provision for cumulative voting.
- D. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the holders of shares of the Series A Preferred Stock shall be entitled to be paid in full, the par value of their shares before any amount shall be paid to the holders of shares of any class of the corporation's common stock. Subsequently, the holders of shares of the Series A shall have identical rights and preferences as the holders of shares of any class of the corporation's common stock, except that each share of the Series A Preferred Stock shall be entitled to receive and to be paid out of the assets of the corporation available for distribution to its shareholders the ratable amount equal to the number of shares of common stock into which such share of the Series A Preferred Stock is convertible.

Signed this 12<sup>th</sup> day of July 2004.

  
William R. Colucci, Director