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BASIC AMENDMENT

BYE BYE NOW.COM, INC.

Certificate of Status	0
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Amendment  
7-14-99

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FAX AUDIT NO. H990000172207

**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF  
BYE BYE NOW.COM, INC.**

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act, BYE BYE NOW.COM, INC., a Florida corporation (the "Corporation"), in accordance with actions adopted by its incorporator prior to issuance of shares as of May 16, 1999, hereby files the following amendment to its Articles of Incorporation:

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1. Article II of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE II**

**Shares**

The aggregate number of shares of capital stock which the Corporation has authority to issue is 120,000,000 shares, which shall consist of 100,000,000 shares of Common Stock, \$.001 par value per share ("Common Stock"), and 20,000,000 shares of preferred stock, \$.001 par value per share ("Preferred Stock") of which 2,600,000 shares shall be Series A Convertible Preferred Stock, par value \$.001 per share, 4,000,000 shall be Series B Convertible Preferred Stock, par value \$.001 per share, 7,400,000 shall be Series C Convertible Preferred Stock, par value \$.001 per share, and 6,000,000 shall be Series D Preferred Stock, par value \$.001 per share. No shareholder of any capital stock of this Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

A. *Common Stock.* Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for each share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

PREPARED BY: Mark S. Scott, Esq.  
FL. Bar No. 142549  
White & Case LLP  
200 S. Biscayne Blvd.  
Miami, FL 33131  
(305) 371-2700

FAX AUDIT NO. H990000172207

FAX AUDIT NO. H990000172207

**B. Preferred Stock.** The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The designation and name of such series and the number of shares that shall constitute such series.
2. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;
3. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;
4. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;
5. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provisions and the extent to which the charges thereof are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;
6. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and the extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the corporation on shares of any other series or on the Common Stock;
7. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series of Common Stock;
8. The extent of the voting powers, if any, of the shares of such series;

FAX AUDIT NO. H990000172207

9. The stated value, if any, for the shares of each series, the consideration for which shares of such series may be issued and the amount of such consideration that shall be credited to the capital account; and

10. Any other preference and relative, participating, optional, or other special rights, qualifications, limitations, or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 16<sup>th</sup> day of May, 1999.

  
Thomas Conlan, Incorporator

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