

P99000041897

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BASIC AMENDMENT

ESITEMAKER, INC.

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

AMEND
KRC
1-31

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ESITEMAKER, INC.**

(Document No. P99000041897)

Pursuant to the provisions of Section 607.1006, Florida Statutes, ESITEMAKER, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation has been amended to read as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Two Hundred and Twenty Million (220,000,000), consisting of Two Hundred Million (200,000,000) shares of Common Stock with a par value of \$.001 per share (the "Common Stock"), and Twenty Million (20,000,000) shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock. The voting, dividend and liquidations rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolutions creating same.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act, as amended. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank

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equally or be junior to the Preferred Stock of any other series to the extent permitted by law. No vote of the holders of any shares of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of the Corporation's Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

SECOND: The foregoing amendments were adopted on January 22, 2001.

THIRD: The foregoing amendment was approved by a majority of the shareholders of the Corporation by written consent and proper notice was give pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, ESITEMAKER, INC. has caused these Articles of Amendment to be signed by its President this 22nd day of January, 2001.

ESITEMAKER, INC.,
a Florida corporation



By: _____
Jeffrey I. Sherrin, President

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