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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1193 NW 114 Ave
Chula Sp 21 33071

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
8-24-99
DMS

Examiner's Initials

Articles of Amendment
to
Articles of Incorporation
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E-Pawn, Inc.

Pursuant to the provisions of Section 607.1006, Florida Statutes, E-Pawn, Inc., a Florida profit corporation, adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article II is amended to provide as follows:

"The principal place of business and mailing address of this corporation shall be:

1193 NW 114th Ave.
Coral Springs, Florida 33071"

Article III is amended to provide as follows:

"The number of shares of capital stock that this corporation is authorized to issue shall be 35,000,000 shares.

- a. The shares are to be divided into classes. The designation of each class is:

25,000,000 shares of common stock, par value of \$0.001 per share, and
10,000,000 shares of preferred stock, par value of \$0.001 per share.
- b. The Board of Directors shall have complete authority without the need for shareholder consent to establish series and to fix and determine the variations in the relative rights and preferences between series for the preferred stock.
- c. Preemptive rights are reserved for the shares.

d. Provisions for the regulation of the internal affairs of the corporation are: _____

Cumulative voting denied; directors may amend the bylaws.

Article IV is amended to provide as follows:

“The address of the registered office is:

1193 NW 114th Ave.
Coral Springs, Florida 33071

and the registered agent at such address is Jenny Martin.”

Article V is added as follows:

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the persons who shall serve as sole director until the first annual meeting of shareholders or until his successors are elected and shall qualify are:

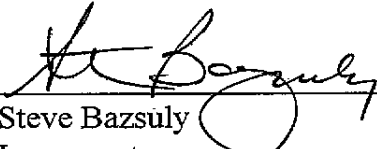
Steve Bazsuly
1193 NW 114th Ave.
Coral Springs, Florida 33071

SECOND: The date of each amendment's adoption: July 26, 1999.

THIRD: Adoption of Amendments:

The amendments were adopted by the incorporator without shareholder action and shareholder action was not required because no shares have been issued.

Signed this 26th day of July 1999.



Steve Bazsuly
Incorporator
1193 NW 114th Ave.
Coral Springs, Florida 33071