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LAW OFFICES OF MICHAEL MORAN

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MICHAEL A. MORAN
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941/366-1800
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July 12, 1999

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

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-07/14/99--01022--004
*****35.00 *****35.00

Re: Jazz Angel Productions, Inc.
Pack & Fax, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation for the above-referenced corporations. Also enclosed are our two firm checks each in the amount of \$35.00 which represent the filing fees.

Please file each of the original Amendments to Articles of Incorporation and return file stamped copies to our office at the above address.

Thank you for your assistance in this matter.

Very truly yours,


Michael Moran

Enclosures

va.

Amend

V. SHEPARD JUL 20 1999

99 JUL 14 AM 8:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PACK & FAX, INC.**

FILED

99 JUL 14 AM 8:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

Article V amended as follow:

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is initially authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per share. Initially, there shall be 8,000 Class A (voting) shares initially and 2,000 Class B (non-voting) shares. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article VI added as follows:

ARTICLE VI. CLASS OF SHARES

There shall be two classes of shares for this corporation. Class A shares and Class B shares. Class B shares shall be non-voting shares. Other than the voting versus non-voting feature of

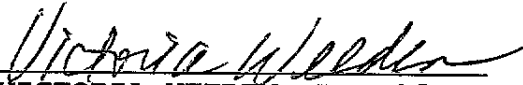
the shares, both classes of shares are entitled to receive the net assets of the corporation upon dissolution. Additionally, holders of both Class A and Class B shares are entitled to share in any distributions calculated in any manner including, but not limited to, any dividends that may be declared by the corporation.


SECOND: THE ORIGINAL SHARES WERE NEVER ISSUED. THEREFORE, THERE IS NO EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES.


THIRD: The date of each amendment's adoption is
JUNE 9, 1999

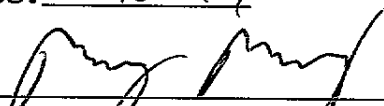
FOURTH: Adoption of Amendments:

THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.


VICTORIA WEEDEN, President
and Shareholder
Date: June 10, 1999


CANDACE KONDOR, Vice-
President and Shareholder
Date: 6-10-99


CRAIG WEEDEN, Secretary
and Shareholder
Date: 6-10-99


RANDY ULLRING, Treasurer
and Shareholder
Date: 6-10-99