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Division of Corporations

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BASIC AMENDMENT

IPACEMENT, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 01      |
| Estimated Charge      | \$43.75 |

*Amendment*

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Baker & Hostetler LLP  
200 S. Orange Ave.  
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Orlando, FL 32801  
(407) 649-4000

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
IPLACEMENT, INC.

Pursuant to the requirements of Sections 607.1005 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of Iplacement, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on July 8, 1999:

1. All the members of the Board of Directors of the Corporation have proposed an amendment to the Articles of Incorporation, and the Board of Directors and Shareholders have unanimously voted to approve said change. Therefore, Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 102,000,000 shares, which shall consist of 100,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock") and 2,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock").

2. a. The designations, preferences and relative participating, option or other special rights, and qualifications, limitations or restrictions of Common Stock are as follows:

(1) Only after payment of dividends on Preferred Stock to the holders thereof, in each fiscal year, the holders of Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors and holders of shares of Preferred Stock, if any, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, any may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this Paragraph 2.a.(2).

(3) Each holder of Common Stock has one vote with respect to each share of such stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

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b. The Board of Directors is hereby expressly granted authority, to the fullest extent now or hereafter permitted herein and by the Florida Business Corporation Act, at any time or from time to time, by resolution or resolutions, to fix and determine the terms, relative rights, designations, preferences and relative participating, optional or other special rights, and qualifications, limitations, or restrictions of the Preferred Stock, including without limitation any voting rights thereof, to divide the shares of Preferred Stock into and issue the same in series, to fix and determine variations as among series of such Preferred Stock to the extent permitted by law, and, within the limits from time to time of the authorized but unissued shares of Common Stock, to provide that shares of the Preferred Stock, or any series thereof, may be convertible into the same or a different number of shares of Common Stock. Upon conversion of shares of Preferred Stock, the shares of the Preferred Stock surrendered in such conversion shall be retired unless the Board of Directors takes the specified action that the same be canceled.

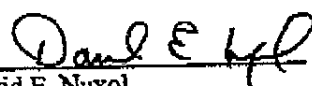
2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all of the members of the Board of Directors and all of the Shareholders of the Corporation on the 6th day of November, 2000, and the number of votes cast for such amendment was sufficient for approval.

DATED this 6th day of November, 2000.

IPLACEMENT, INC., a  
Florida corporation

\*\*\*\*CORPORATE SEAL\*\*\*\*

By:   
David E. Nuxol  
President

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