

Document Number Only

P99000066251

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

000003035450--0

-11/04/99--01083--002

\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Apartmentand More.com, Inc

FILED  
99 NOV -4 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.F. Verifier

11-4

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CHRIS AVERA

RECEIVED  
99 NOV 4 PM 2:27  
TALLAHASSEE, FLORIDA

C. COULLETTE NOV 0 5 1999

CR2E031 (1-89)

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
APARTMENTSANDMORE.COM, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Corporation Act (the "Act"), the undersigned corporation adopts the amendment to its Articles of Incorporation that is set forth below.

1. The name of the corporation is APARTMENTSANDMORE.COM, INC. (the "Corporation"), **Charter #P99000066251**, originally filed on July 27, 1999.

2. The following Amendment to the Articles of Incorporation was adopted by the Written Consent of the Sole Director and Sole Shareholder of the Corporation, dated as of October 20, 1999:

**RESOLVED**, that Article VII of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE VII**

7.1 **Authorized Shares.** The aggregate number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Seventy Million (70,000,000) shares, consisting of (i) Fifty Million (50,000,000) shares of common stock, \$.01 par value per share (the "Common Stock"), and (ii) Twenty Million (20,000,000) shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

7.2 **Provisions relating to the Preferred Stock.**

A. **General.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors as hereinafter prescribed.

B. **Preferences.** Authority hereby is expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings to fully effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

FILED  
99 NOV -4 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether the shares of any class or series shall or shall not be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether the shares of a class or series shall or shall not be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether such dividend shall or shall not be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether the shares of any class or series shall or shall not be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

7.3 Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof.

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

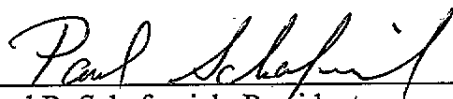
B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

3. This Amendment to the Articles of Incorporation of the Corporation has been approved by the sole Director and the sole shareholder of the Corporation. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of APARTMENTSANDMORE.COM, INC. as of the 20th day of October, 1999.

APARTMENTSANDMORE.COM, INC.

  
Paul R. Schafranick, President