

P 99000067645

RECEIVED  
00 AUG - 1 PM 4: 38  
DIVISION OF CORPORATIONS

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000040441 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000  
From: Nery C. Toledo, Legal Assistant  
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

00 AUG - 1 PM 4: 45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

E-APPEAL SOLUTIONS. COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

NC + AMEND  
KES  
82

22101 - 099486

Electronic Filing Menu

Corporate Filing

Public Access Help

(H00000040441 8)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
E-APPEAL SOLUTIONS.COM, INC.**

**FILED**  
00 AUG - 1 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006, Florida Statutes, Appeal Solutions.com, Inc., a Florida corporation (the "Corporation") hereby adopts the following Articles of Amendment to Articles of Incorporation and each of the Articles below shall be amended to read as follows:

1. Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

**ARTICLE I - NAME.**

The name of the corporation is eAppealSolutions.com, Inc. (hereinafter called the "Corporation").

2. Article III of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

**ARTICLE III - CAPITAL STOCK.**

Section 1. Authorized Capital Stock. The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 15,000,000, of which 10,000,000 shares shall be common stock, par value \$.001 per share (the "Common Stock"), and 5,000,000 shares shall be Preferred Stock, par value \$.001 per share (the "Preferred Stock").

Section 2. The Preferred Stock shall be issued in one or more series. The Board of Directors is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following and the shares of each series may vary from the shares of any other series in the following respects:

(a) The number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) The annual dividend rate, if any, on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

{M1470794.2}  
M1470794.2

(H00000040441 8)

(c) The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) The preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) The voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) The right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) Any other relative rights, preferences and limitations of that series.

The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed or written promises to perform services.

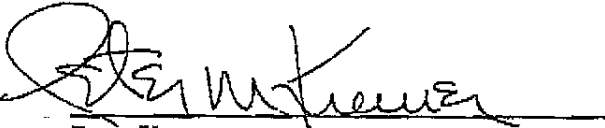
3. Article VII of the Corporation's Articles of Incorporation is hereby inserted and shall state as follows:

#### **ARTICLE VIII - INDEMNIFICATION.**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporations Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all persons whom it shall have power to indemnify under in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

This Articles of Amendment to Articles of Incorporation was approved by the undersigned, who is the Initial Incorporator and sole director, pursuant to Florida Statutes Section 607.1005, and shareholder approval was not necessary because the Corporation has not yet issued any shares.

Dated: July 27, 2000.

  
Peter Kramer  
Incorporator and Sole Director

{M1470794.2}  
M1470794.2