

Division of Corporations

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**Florida Department of State**

Division of Corporations

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**FILED****BASIC AMENDMENT****PRO WEBCAST, INC.**

Certificate of Status	1
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*Amendment*

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**FIRST AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
PRO WEBCAST, INC.**

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Pursuant to the provisions of §607.1005 of the Florida Business Corporation Act (the "FBCA"), Pro WebCast, Inc. (the "Corporation") adopts the First Amendment to the Articles of Incorporation set forth below:

1. The name of the Corporation is Pro WebCast, Inc.
2. The principal address of the Corporation is 61 Greens Road, Hollywood, Florida.
3. The following amendment to the Corporation's Articles of Incorporation was duly adopted by the initial director of the Corporation before the issuance of any shares of the Corporation on the 14th day of September 1999, in accordance with and in a manner prescribed by the FBCA:

Article III is hereby amended in its entirety to read as follows:

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue an aggregate of 55,000,000 shares of capital stock consisting of (a) 50,000,000 of common stock, par value \$0.001 per share (the "Common Stock"); and (b) 5,000,000 shares of preferred stock, \$0.001, par value (the "Preferred Stock").

The Preferred Stock is subject to issuance by the board of directors (the "Board") in one or more series and classes by the filing a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (i) Whether that series or class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that series or class and the distinctive designation of that series;
- (iii) The dividend rate on the shares of that series or class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that series or class;
- (iv) Whether that series or class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion

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rate in such events as: board shall determine;

(v) Whether or not the shares of that series or class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that series or class shall have a sinking fund for the redemption or purchase of shares of that series or class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that series or class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series or class; and

(viii) Any other relative rights, preferences and limitations of that series or class.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed the foregoing Amendment to the Corporation's Articles of Incorporation this 18<sup>th</sup> day of October, 1999.

By: Crawford Grimsley, Director

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