



TEKSTAR®

international corporation

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P99000087026

September 11, 2002

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*****43.75 *****43.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sirs,

Enclosed is a copy of an amendment for TekStar International Corporation. Your file number is P99000087026. Also enclosed is a check for \$43.75 to cover the \$35.00 filing fee and the \$8.75 for certified copies of the amendment.

If there are any questions, I can be best reached at my cell phone number, 407-341-5972.

Thank you,

Wendel

Wendel R. Wendel
President

9/20/02
Amend
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02 SEP 13 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

where decisions take shape®

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TEKSTAR INTERNATIONAL CORPORATION**

FILED

02 SEP 13 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE III SHARES is amended to read:

ARTICLE III CAPITALIZATION

The total number of shares of all classes of stock which the corporation shall have authority to issue is fifty-two million (52,000,000) shares divided into fifty million (50,000,000) shares of common stock at no par value each and two million (2,000,000) shares of preferred stock, at no par value each.

III.1: Statement of Rights of Common Shares

- (a) Subject to any prior rights to receive dividends to which the holders of shares of any series of preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.
- (b) In the event of dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to holders of shares of preferred stock the full amounts to which they shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation, or winding up of this corporation is specifically approved), or the merger or consolidation of this corporation into it, or any purchase or redemption of stock of this corporation of any

- class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).
- (c) Except as provided by law or this certificate of incorporation with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.
 - (d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

III.2 Statement of Rights of Preferred Shares. The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any of payment of dividends on such series;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may be, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

- (g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and
- (h) Any other terms, conditions, or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of the shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

SECOND: The date of this amendment's adoption is September 10, 2002.

THIRD: This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 9 day of September, 2002.

By:

Wendel R. Wendel
Wendel R. Wendel
President

