

**P9900009554**

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**REDVECTOR.COM, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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Amend  
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**ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
REDVECTOR.COM, INC.**

**REDVECTOR.COM, INC.**, a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation as now in effect (the "Articles of Incorporation"), in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of this corporation is **REDVECTOR.COM, INC.** and its Document Number with the Florida Department of State is P99000095544.

2. The amendment being effected hereby (the "Amendment") was duly adopted and approved by written consent of the Board of Directors dated December 31, 2003.

3. In accordance with Section 607.0704, Florida Statutes, the Amendment was duly adopted and approved by holders of more than a majority of the outstanding shares of this corporation's common stock by the execution of one or more written consents effective as of December 31, 2003, and such action was sufficient for approval of the Amendment.

4. These Articles of Amendment of the Articles of Incorporation of **REDVECTOR.COM, INC.** (these "Articles of Amendment") shall be effective upon filing hereof with the Department of State of the State of Florida.

5. The Articles of Incorporation are hereby amended by deleting Article 3 thereof, and in its place and stead substituting the following:

\* \* \* \* \*

"Article 3

Capital Stock

a. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 5,000,000 (five million) shares of common stock with a par value of \$.01 per share, and 600,000 (six hundred thousand) shares of Series A Preferred Stock with a par value of \$.01 per share. Each share of common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other

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property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

b. The preferences and relative and other rights, and the qualifications, limitations or restrictions of the Series A preferred stock (the "Series A Preferred Stock"), shall be as following:

(i) Cash Dividends. The Series A Preferred Stock shall carry no cash dividend rights.

(ii) Voting Rights. The Series A Preferred Stock shall carry no voting rights other than as required by law.

(iii) Ranking. The Series A Preferred Stock ranks senior to every other class or series of this corporation's common stock.

(iv) Payment on Liquidation. Upon a liquidation, dissolution or winding up of this corporation's affairs (voluntary or involuntary) (a "Liquidation Event") or a Deemed Liquidation Event (as defined below), after paying or providing for payment of its debts and other liabilities, this corporation shall pay to the holders of Series A Preferred Stock, before paying any amount to the holders of common stock, a cash amount for each share of Series A Preferred Stock equal to the Series A Liquidation Price, as defined below. If its assets to be distributed among the holders of Series A Preferred Stock on a Liquidation Event are insufficient to permit this corporation to pay the full Series A Liquidation Price for each share of Series A Preferred Stock, this corporation shall distribute its assets among the holders of Series A Preferred Stock ratably based on the respective amounts otherwise payable to them.

(v) Deemed Liquidation Event. A Deemed Liquidation Event shall occur upon: (1) a merger or consolidation of this corporation with or into one or more corporations or other entities that results in the exchange of 50% or more of the outstanding shares of any class of capital stock of this corporation outstanding immediately before the merger or consolidation for securities or other consideration issued or paid by the other corporation; or (2) the sale or transfer of all or substantially all of the assets of this corporation. This corporation shall notify the holders of Series A Preferred Stock in writing (a "Deemed Liquidation Event Notice") not later than ten (10) days before the shareholders' meeting called to approve the foregoing events, if any, or within ten (10) days prior to closing of the transaction, whichever is earlier, and shall also notify the holders in writing of the final approval of the transaction.

(vi) Series A Liquidation Price. The "Series A Liquidation Price" will be the amount of \$1.00 per share (adjusted pursuant to subsection (b)(vii) below).

(vii) Payment and Adjustment of Series A Liquidation Price. Upon the consummation of a Liquidation Event or Deemed Liquidation Event, this corporation shall pay the Series A Liquidation Price in cash to the holders of Series A Preferred Stock, the holders' shares of

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Series A Preferred Stock will cease to be outstanding, and the holders will cease to have any further rights with respect to those shares, except to be paid and receive the Series A Liquidation Price. If this corporation at any time subdivides (by any stock split, stock dividend or otherwise) its outstanding shares of Series A Preferred Stock into a greater number of shares, the Series A Liquidation Price set forth in subsection (b)(vi) in effect immediately before the subdivision (initially \$1.00) will be proportionately reduced, and conversely, if the outstanding shares of Series A Preferred Stock are combined into a smaller number of shares, the Series A Liquidation Price in effect immediately before the combination will be proportionately increased.

(viii) Redemption. The Series A Preferred Stock shall be redeemable, in whole or in part, at the option of this corporation by resolution of its Board of Directors, at any time and from time to time, at a price equal to the Series A Liquidation Price upon this corporation's giving the holder at least sixty (60) days advance written notice of such redemption."

\* \* \* \* \*

6. Any reference in the Amendment to "these Articles of Incorporation" or any other reference of similar import shall be deemed a reference to the Articles of Incorporation as amended by the Amendment.

[SIGNATURE CONTAINED ON NEXT PAGE]

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment of the Articles of Incorporation of REDVECTOR.COM, INC. as of the 31<sup>st</sup> day of December 2003.

REDVECTOR.COM, INC.

By: 

Brent A. Craver, President

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