

Jan 24 02 01:51p

Ronald D. Cook

(813) 221-9736

Page 1 of 2 P. 1

Division of Corporations

P99000100107

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.**

((H02000017655 0)))

**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) 205-0380

From:

Account Name : COOK & KOCH, P.A.

Account Number : I200000000086

Phone : (813) 272-1259

Fax Number : (813) 221-9736

FILED  
02 JAN 24 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

02 JAN 24 PM 1:56

DIVISION OF CORPORATIONS

BASIC AMENDMENT

SITESONDEMAND, INC.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$43.75

NC & AMEND  
KRC  
1-24

Jan 24 02 01:52p

Ronald D. Cook

(813) 221-9736

p.4

Received: 1/24/02 11:05AM: Department of State -> COOKS/KOCH: Page 1

Department of State 1/24/2002 11:07 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

January 24, 2002

SITESONDEMAND, INC  
12601 WOOD IBIS WAY  
TAMPA, FL 33624

SUBJECT: SITESONDEMAND, INC  
REF: P99000100107

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The current name of the corporation must appear in the heading of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000017655  
Letter Number: 202A00004038

H02000017655 0

H02000017655 0

**AMENDED ARTICLES OF INCORPORATION**  
**SitesOnDemand, Inc**

The undersigned, being the sole director of SitesOnDemand, Inc, adopts the following Amended Articles of Incorporation, for which no shareholder action or consent was required:

**ARTICLE ONE**  
**Name**

1.1 Effective immediately upon the filing of these Amended Articles of Incorporation, the name of the corporation shall be changed from "SitesonDemand, Inc" to "MTG International, Inc."

**ARTICLE TWO**  
**Duration**

2.1 The term of existence of the Corporation is perpetual.

**ARTICLE THREE**  
**Purpose**

3.1 The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FOUR**  
**Capital Stock**

4.1 The aggregate number of shares of capital stock that the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares having a one dollar (\$1.00) par value. The authorized capital stock may be paid for in cash or property at a just value to be fixed by the directors of the Corporation at any regular or special meeting.

**ARTICLE FIVE**  
**Preemptive Rights**

5.1 Each shareholder, regardless of class of stock, shall be entitled to preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. However, each shareholder shall only have preemptive rights in the portion of shares being issued or sold equal to the proportionate amount of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE SIX**  
**Principal and Registered Offices**

6.1 The principal office and mailing address of the Corporation is located at 12601 Wood Ibis Way, Tampa, Florida 33624.

6.2 The Corporation's registered office shall be Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602. The Corporation's registered agent at that address shall be Ronald D. Cook.

**ARTICLE SEVEN**  
**Takeover Provisions**

7.1 The Corporation shall not be subject to the provisions of Florida Statutes, Section 607.0901 governing affiliated transactions between interested shareholders and the Corporation.

7.2 The Corporation shall not be subject to the provisions of Florida Statutes, Section 607.0902 governing shareholder voting and dissenter's rights in the event of a control share acquisition of the Corporation's issued and outstanding control shares.

H02000017655 0

H02000017655 0

**FILED**  
JAN 24 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Jan 24 02 01:52p

Ronald D. Cook

(813) 221-9736

p.3


H02000017655 0

H02000017655 0

IN WITNESS WHEREOF, the undersigned has subscribed to the foregoing Amended Articles of Incorporation and acknowledges them under the laws of the State of Florida, this 18<sup>th</sup> day of January 2002.

**MITCHELL ROOP**

Chairman, President, Secretary and Sole Director



Signature

### REGISTERED AGENT CERTIFICATION

I accept the appointment as registered agent for the Corporation at the place indicated in these Amended Articles of Incorporation, and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and certify that I am familiar with and accept the obligations of my position as registered agent.

**RONALD D. COOK**

Registered Agent



Signature