

JUL-01-2004 18:47

SHUFFIELDLOWMAN

P.01

P99000107566

Florida Department of State
Division of Corporations
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BASIC AMENDMENT
ONLINE LABELS, INC.

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Amendment
7/2/04
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**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ONLINE LABELS, INC.**

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of ONLINE LABELS, INC. (the "Corporation"), Florida Document Number P99000107566, are hereby amended as follows:

FIRST: Article 7 of said Articles of Incorporation is hereby amended by deleting the provisions of said Article 7 as the same now exist and by substituting, in lieu thereof, the following:

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
7,500	\$1.00	Voting Common
17,500	\$1.00	Non-Voting Common

7.2 Consideration. The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash at a just valuation to be fixed by the Board of Directors of the Corporation. The Non-Voting Common Stock may be redeemable or convertible at the option of the Corporation or the shareholder upon demand after ten (10) days notice to the holder.

7.3 Voting Rights. The Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Non-Voting Common Stock shall possess no voting rights other than as required by law.

7.4 No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

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SECOND: Every one (1) share of common stock outstanding at the time these Articles of Amendment become effective shall automatically be converted into one (1) share of Voting Common Stock and ninety-nine (99) shares of Class B Non-Voting Common Stock. Immediately upon the effectiveness of these Articles of Amendment, the Corporation will expeditiously coordinate with its shareholders to arrange for the surrender of old shares and the issuance of new ones.

THIRD: Authorization for and the recommendation of approval for the foregoing Articles of Amendment was obtained pursuant to a joint written action of the Board of Directors and the Shareholders taken without a meeting dated June 30, 2004, pursuant to which all shares were voted in favor of the action.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested to by its duly authorized officers and its corporate seal to be affixed hereto on this 30th day of June, 2004.

ONLINE LABELS, INC.

By: 
Joel R. Carmany, President

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