

P99000110369

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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

ZEROCHAOS.COM, INC.

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Certificate of Status	0
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Corporate Filing

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Amendment
05-23-00
DC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ZEROCHAOS.COM, INC.

FILED
MAY 22 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(H00000027972)

WHEREAS, the name of the Corporation is ZeroChaos.com, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on December 22, 1999 and assigned document number P99000110369; and

WHEREAS, the Corporation, by and through its Directors and pursuant to the provisions of Section 607.1006 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation as no shareholder action was required; and

WHEREAS, the Board of Directors by and through an action by consent dated as of May 22, 2000, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article III - Capital Stock of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (a) 30,000,000 shares of Common Stock, all of one class, having a par value of \$0.0001 per share; and (b) 5,000,000 shares of Blank Check Preferred Stock, par value \$0.0001 per share.

A statement of the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. **Blank Check Preferred Stock.**

1. General. The Blank Check Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitation and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors of the Corporation as hereinafter prescribed.
2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Blank Check Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance of any such Blank Check Preferred Stock and, with respect to each class or series of the Blank Check Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

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- (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;
- (b) the number of shares to constitute the class or series and the designations thereof;
- (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
- (d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
- (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
- (f) the dividend rate, if any, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;
- (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
- (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
- (i) such other rights or limitations with respect to any class or series as the Board of Directors may deem advisable and as provided by applicable law.

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The shares of each class or series of the Blank Check Preferred Stock may vary from the shares of any other series thereof in any and all of the foregoing respects. The Board of Directors may increase the number of shares of Blank Check Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Blank Check Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of Blank Check Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Blank Check Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Blank Check Preferred Stock.

B. Common Stock.

All shares of common stock shall be identical and shall entitle the holders thereof to the powers, preferences, qualifications, limitations, privileges and other rights as described in the Corporation's Bylaws."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 22nd day of May, 2000.



Dayne Williams, Director