

CAPITAL CONNECTION, INC.

415 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8111 • 1-800-347-0622 • (850) 224-8111

S184185

Novurania of America, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

- Art of Inc. File Amend
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- L.C. File _____
- Fictitious Name File _____
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- Merger File _____
- ☒ Art. of Amend. File _____
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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400789, 00524, 00563, 00672

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Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 2001

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: NOVURANIA OF AMERICA, INC.
Ref. Number: S18485

We have received your document for NOVURANIA OF AMERICA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The statute number at the top of the document is incorrect. 607.1001 refers to a merger or share exchange.

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 501A00063481

Corrected

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01 NOV 30 AM 11:37
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NOVURANIA OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003, Florida Statutes, the Articles of Incorporation of Novurania of America, Inc. are amended as follows, the amendment having been adopted on November 16, 2001:

1. Article IV of the Articles of Incorporation is amended to read in its entirety as follows:

Article IV. Capital Stock

A. *Authorized Shares.* This Corporation is authorized to issue two classes of shares to be designated, respectively, "Common Shares" and "Preferred Shares." The total number of Common Shares shall be 5,000,000 and the par value of each Common Share shall be \$1.00. The total number of Preferred Shares shall be 5,000,000 and the par value of each Preferred Share shall be \$1.00.

B. *Relative Rights and Preferences.* The relative rights, privileges, and limitations of the Common Shares and Preferred Shares shall be in all respects identical, share for share, except as follows:

1. The voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Common Shares and, except as otherwise required by law, the holders of the Preferred Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.
2. The holders of Common Shares and the holders of Preferred Shares shall be entitled to receive such dividends as shall be declared from time to time by the Board of Directors out of funds legally available therefor, except that as long as any Preferred Shares are outstanding:
 - (1) No cash dividends shall be declared or paid on any Common Shares unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Preferred Shares in an amount per share equal to 110% of the amount per share of the dividend declared or paid on the Common Shares (rounded to the nearest whole cent), and no cash dividend shall be declared or paid on any Preferred Shares unless at the same time there shall be declared or paid, as the case may be, a cash dividend on the Common Shares in an amount per share equal to 1/1.10 of the amount per share of the dividend declared or paid on the Preferred Shares (rounded to the nearest whole cent).
 - (2) All dividends payable in shares of the Corporation shall be declared and paid

at the same time in shares of Common Stock with respect to the outstanding shares of Common Stock and in shares of Preferred Stock with respect to outstanding shares of Preferred Stock.

3. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or any reduction in the capital of the Corporation resulting in any distribution of assets to its stockholders, each holder of the Preferred Shares shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings, available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the Common Shares, the sum of \$1.00 per share for each of the Preferred Shares held by the holder, plus an amount equal to the sum of all accumulated and unpaid dividends to date fixed for the payment of the distribution on the Preferred Shares held by the holder. The purchase or redemption by the Corporation of any class of its stock in any manner permitted by law, or the consolidation or merger of the Corporation with or into one or more other corporations, shall not, for the purposes of determining preferences on liquidation, be deemed to be a liquidation, dissolution or winding up of the Corporation or a reduction of its capital. A dividend or distribution to stockholders from net profits or surplus earned after the date of any reduction in the capital of the Corporation shall not be deemed to be a distribution resulting from the reduction in capital. No holder of Preferred Shares shall be entitled to receive any amounts in connection with any liquidation, dissolution or winding up of the Corporation other than the amounts provided for on these paragraphs.

C. *Designation of Shares.* All shares of stock issued and outstanding prior to the adoption of this amendment shall remain outstanding as Common Shares and such outstanding shares shall thereafter be designated as a "Common Shares."

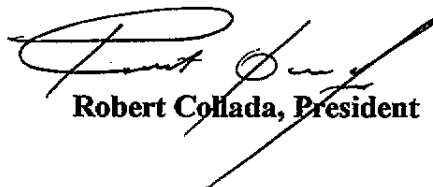
D. *Redemption of Preferred Shares.* The Corporation, at the option of the Board of Directors, may redeem all of the outstanding Preferred Shares or, from time to time, may redeem any part of the Preferred Shares on any date by paying therefor in cash the sum of \$1.00 per share, plus an amount equal to all dividends thereon declared but unpaid on the date fixed for redemption, such sum being hereinafter referred to as the redemption price. At least 30 days' previous notice by registered mail, postage prepaid, shall be given to the holders of record of the Preferred Shares to be redeemed, such notice to be addressed to each such shareholder at its post office address as shown by the records of the Corporation. On the date fixed for redemption and stated in such notice, each holder of Preferred Shares called for redemption shall surrender its certificate for such shares to the Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. If less than all the shares represented by any such surrendered certificate are so redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given and if, on or before the date fixed for redemption, funds necessary for the redemption shall have been set aside so as to be and continue available therefor, then, notwithstanding that the certificates evidencing any Preferred Shares so called for redemption shall not have been surrendered, no dividend shall be payable on such shares after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith, after such date, terminate, except only the right of the holders to receive the redemption price thereof without interest. At any time after giving notice of

redemption of all or any part of the Preferred Shares, the Corporation may deposit with a bank or trust company, as a trust fund for the benefit of the holders of the shares called for redemption, an amount in cash sufficient to pay the redemption price of such shares. After the making of such deposit, such shares shall not be deemed to be outstanding for any purpose and the rights of the holders thereof shall be limited to the right to receive payment of the redemption price from such fund upon surrender of the certificates. Subject to the provisions thereof, the Board of Directors shall have authority to prescribe the manner in which all or any part of the outstanding Preferred Shares shall be redeemed.

2. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the Shareholders entitled to vote unanimously approved the amendment. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on Nov 16, 2001.

Novurania of America, Inc.


Robert Collada, President