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ONLINE HEARING DOT COM, CO.

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Canada

Tel: 416-464-7484

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

July 27, 1999

* by courier.

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida
USA 32399

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Dear Sir:

Re: Articles of Amendment to the Articles of Incorporation
Online Hearing Dot Com, Co.
A Florida Corporation ("The Company")

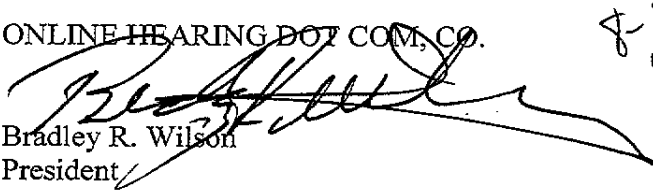
Enclosed for filing with your office is the original and one copy of the Articles of Amendment to the Articles of Incorporation of Online Hearing Dot Com, Co., authorizing the issuance of Series A Special Voting Preferred Shares.

Please return a certified copy of the filed Amendment to our corporate counsel, Ms. Patti L. W. McGlasson, Horwitz & Beam, Two Venture Plaza, Suite 350, Irvine, California, 92618, telephone: 949-453-0300, facsimile: 949-453-9416.

Enclosed is a cheque in the amount of \$43.75 representing payment of the \$35.00 filing fee and the \$8.75 fee for the certified copy. If you need any additional information or assistance to enable you to file the Amendment and send the certified copy, please call me.

Yours very truly,

ONLINE HEARING DOT COM, CO.


Bradley R. Wilson
President

Amend
8-11-99
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BW:pc
Enclosures

**AMENDMENT TO THE ARTICLES OF INCORPORATION
BY
ACTION BY UNANIMOUS WRITTEN CONSENT
OF
BOARD OF DIRECTORS
OF
ONLINE HEARING DOT COM, CO.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned constituting all of the directors of Online Hearing Dot Com, Co., a Florida corporation ("Corporation") hereby adopt the Resolutions set forth below, upon their unanimous written consent under the applicable provisions of Florida law.

RESOLVED that the Board of Directors does hereby create and designate out of the Corporation's authorized 20,000,000 shares of \$.0001 par value preferred stock, a new class of stock known as the "Series A Special Voting Preferred Shares" by amending the Corporation's Articles of Incorporation to add thereto a new section as follows:

4.4. Series A Special Voting Preferred Share

- (a) *Designation and Amount.* Pursuant to a resolution adopted by the Board of Directors of the Corporation on July 28, 1999, 9,000,000 preferred shares (of \$.0001) par value) is hereby constituted as a series of preferred shares of the Corporation which shall be designated as the "Series A Special Voting Preferred Shares" (the "Series A Preferred Shares"), the preferences and relative, optional and other special rights of which and the qualifications, limitations or restrictions of which shall be as set forth herein.
- (b) *Dividends and Distributions.* The holder of the Series A Preferred Shares shall not be entitled to receive any portion of any dividend or distribution at any time.
- (c) *Voting Rights.* The holder of the Series A Preferred Shares shall have the following voting rights:
 - (i) The Series A Preferred Shares shall entitle the holders thereof to one vote for each Series A Preferred held by such holder. (Such number is equal to the number of Exchangeable Shares of Rompus CD-Rom Production Ltd. ("Rompus") outstanding as of the date hereof).
 - (ii) Except as otherwise provided herein or by law, the holder of the Series A Preferred Shares and the holders of Common Shares shall

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vote together as one class on all matters submitted to a vote of shareholders of the Corporation.

- (iii) Except as set forth herein, the holders of the Series A Preferred Shares shall have no special voting rights, and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Shares as set forth herein) for taking any corporate action.

(d) *Additional Provisions*

- (i) The holder of the Series A Preferred Shares are entitled to exercise the voting rights attendant thereto in such manner as such holders desire.
- (ii) At such time as (A) the Series A Preferred Shares entitle their holder to a number of votes equal to zero because there are no Exchangeable Shares of Rompus outstanding which are not owned by the corporation or any of its direct or indirect subsidiaries, and (B) there are no share of stock, debt, option or other agreement, obligation or commitment of Rompus which could by its terms require Rompus to issue any Exchangeable Shares to any person other than the Corporation or any of its direct or indirect subsidiaries, then the Series A Preferred Shares shall thereupon be retired and cancelled promptly thereafter. Such share shall upon its cancellation, and upon the taking, of any such action required by applicable law, become an authorized but unissued preferred share and may be reissued as part of a new series of preferred shares to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

(e) *Required Shares.*

If the Series A Preferred Shares should be purchased or otherwise acquired by the Corporation in any manner whatsoever, then the Series A Preferred Shares shall be retired and cancelled promptly after the acquisition thereof. Such shares shall upon its cancellation and upon the taking of any action required by applicable law, become an authorized but unissued preferred share and may be reissued as part of a new series of

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preferred shares to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuances set forth herein.

(f) *Liquidation, Dissolution or Winding Up.*

Upon any liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred Shares shall not be entitled to any portion of any distribution.

(e) *No Redemption or Conversion.*

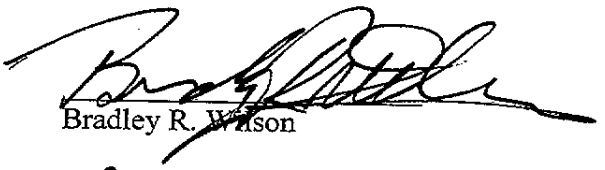
The Series A Preferred Shares shall not be redeemable or convertible.

3. This amendment was duly adopted by the Board of Directors of the Corporation without shareholder action, and shareholder action was not required.

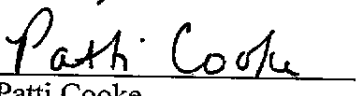
Executed on the dates set forth below.

ONLINE HEARING DOT COM, CO.

July 28, 1999


Bradley R. Wilson

July 28, 1999


Patti Cooke