

**S 86353**

Linda Brewes

Requester's Name

35550 Cypress Court

Address

Leesburg FL 34788

City/State/Zip

Phone #

000002763350--2  
-02/03/99--01043--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

**FILED**  
99 FEB +3 AM 10:39  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

*NC Amend  
2-8-99  
RKS*

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Learnsat Systems, Inc  
(present name)

**FILED**  
99 FEB -3 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**First:** Amendment(s) adopted: *(indicate article number (s) being amended, added or deleted)*

Article I of the Articles of Incorporation which sets forth the name of this Corporation shall read as follows:

**ARTICLE I – NAME:**

The name of this Corporation is LearnSat.Com, Inc.

Article IV of the Articles of Incorporation which sets forth the Capital Stock of this Corporation shall read as follows:

**ARTICLE IV- CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Seventy Million (70,000,000) shares of which Fifty Million (50,000,000) shares shall be common shares with a par value of One (\$0.001) Mill and Twenty Million (20,000,000) shares shall be Preferred shares with a par value of One (\$0.001) Mill.

- (a) The total number of shares in capital stock which this corporation is authorized to issue is Seventy Million (70,000,000) shares of which:
  - (i) Twenty Million (20,000,000) shares shall be designated as Preferred Stock, and shall have a par value of \$0.001 per share; and
  - (ii) Fifty Million (50,000,000) shares shall be designated as Common Stock, and shall have a par value of \$0.001 per share.

### Amendment to Create Class of Preferred Stock

- (b) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:
- (i) the designation of such series;
  - (ii) the dividend rate of such series, the considerations and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series of capital stock, whether such dividends shall be cumulative or non cumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the corporation;
  - (iii) whether the shares of such series shall be subject to redemption by the corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
  - (iv) the terms and amount of any sinking fund provided for the purchase or redemption of the of the shares of such series;
  - (v) whether or not he shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the corporation, and if provisions be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;
  - (vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

- (vii) the restriction, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and
- (viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the corporation.
- (c) No holder of any stock of the corporation or any class or series now or hereafter authorized, shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the corporation.
- (d) The holders of the Common Stock and any other class or series of capital stock having voting rights shall not have cumulative voting rights unless, with respect to any series of Preferred Stock created pursuant to Paragraph (b) of this Article 5, cumulative voting rights are granted to the holders of such series with respect to any directors which are elected solely by the holders of such series of Preferred Stock.
- (e) Unless otherwise required by law or in a resolution or resolutions establishing any particular series of Preferred Stock, the aggregate number of authorized shares of Preferred Stock may be increased by an amendment to the Articles of Incorporation approved solely by the holders of the Common Stock and any series of Preferred Stock entitled to vote on such matters, voting together as a single class with each share of Common Stock and such series of Preferred Stock having one vote per share.

Article IX of the Articles of Incorporation which provides for preemptive rights is deleted in its entirety.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: December 31, 1998

**FOURTH:** Adoption of Amendment(s) (Check One)

- ( ) The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- ( ) The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment (s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
*voting group*

- (X) The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ( ) The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 31<sup>st</sup> day of December, 1998

Signature: \_\_\_\_\_

*Linda E. Brewer Chairman*  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Linda E. Brewer

*Typed or printed name*

\_\_\_\_\_  
Chairman of the Board of Directors

*Title*