

To: The Florida Dept. of State
Subject: 001744.80666

From: Ashley Smith

Tuesday, January 29, 2008 12:02 PM Page: 1 of 4

K 36262

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000024074 3)))



H080000240743ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6330

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 JAN 29 AM 10:43

FILED

001744.80666

COR AMND/RESTATE/CORRECT OR O/D RESIGN

RBID.COM, INC.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$52.50

RECEIVED
2008 JAN 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

01/29/2008 11:59:30 AM

Amur 2-4-08

To: The Florida Dept. of State
Subject: 001744.80666

From: Ashley Smith

Wednesday, January 30, 2008 9:42 AM Page: 1 of 5

850-617-6381

PAGE 001/001 Florida Dept of State

* Please use original
submission date
as file date *



January 29, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RBID.COM, INC.
895 DOVE STREET
THIRD FLOOR
NEWPORT, CA 92660US

SUBJECT: RBID.COM, INC.
REF: K36262

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H08000024074
Letter Number: 208A00006047

* Please use original
submission date
as file date *

RECEIVED
2008 JAN 30 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

H08000024074 3

Articles of Amendment
to
Articles of Incorporation
of

Rbid.com, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

K36262
(Document number of corporation (if known))

08 JAN 29 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(see attached sheet)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

H08000024074 3

H08000024074 3

ARTICLE IV

CAPITAL STOCK

4.1 Authorized Stock. The total number of shares which the corporation shall have authority to issue is 10,000,000,000 (Ten Billion) shares of common stock at \$.001 par value per share and 200,000,000 (Two Hundred Million) shares of Preferred Stock at \$.001 par value per share. Preferred Stock shall be designated as Series C Preferred Stock.

4.2 Voting Rights. Each share of Common Stock shall be entitled to one vote on each matter submitted to a vote of shareholders. Each share of Series C Preferred Stock shall be entitled to 500 to 1 voting rights, each share of Series C Preferred stock shall vote and count for 500 shares of common stock. Series C Preferred Stock shall have a 1 to 1 conversion to common stock. The Conversion Ratio shall be subject to adjustment as follows:

(1) In case the Company shall (A) pay a dividend or make a distribution in Common Stock, or (B) subdivide or reclassify its outstanding shares of Common Stock into a greater number (but not smaller number) of shares, the Conversion Ratio in effect immediately prior thereto shall be adjusted retroactively as provided below so that the Conversion Ratio thereafter shall be determined by multiplying the Conversion Ratio at which such shares of this Series were theretofore convertible by a fraction of which the numerator shall be the number of shares of Common Stock outstanding immediately following such action and of which the denominator shall be the number of shares of Common Stock outstanding immediately prior thereto. Such adjustment shall be made whenever any event listed above shall occur and shall become effective retroactively immediately after the record date in the case of a dividend and shall become effective immediately after the effective date in the case of a subdivision or reclassification.

H08000024074 3

H08000024074 3

The date of each amendment(s) adoption: January 28, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

- 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.

Signature Alan Rothman
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alan Rothman
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

H08000024074 3