FILED #C13314-99

SEP 18 2001

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

CERTIFICATE OF DESIGNATIONS

OF

FINDERS KEEPERS, INC.

ESTABLISHING THE DESIGNATIONS, PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF ITS SERIES A REDEEMABLE PREFERRED STOCK

Pursuant to Section 78.1955 of the Nevada General Corporation Law, Finders Keepers, Inc., a corporation organized and existing under the Nevada General Corporation Law (the "Company"),

DOES HEREBY CERTIFY that pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation, as amended, of the Company, and pursuant to Section 78.1955 of the Nevada General Corporation Law, the Board of Directors, by unanimous written consent of all members of the Board of Directors on September 5, 2001, duly adopted a resolution providing for the issuance of a series of 10,000 shares of Series A Redeemable Preferred Stock, which resolution is and reads as follows:

RESOLVED, that pursuant to the authority expressly granted to and invested in the Board of Directors of Finders Keepers, Inc. (the "Company") by the provisions of the Certificate of Incorporation of the Company, as amended, a series of the preferred stock, par value $.001 per share, of the Company be, and it hereby is, established; and

FURTHER RESOLVED, that the series of preferred stock of the Company be, and it hereby is, given the distinctive designation of "Series A Redeemable Preferred Stock"; and

FURTHER RESOLVED, that the Series A Redeemable Preferred Stock shall consist of 10,000 shares; and

FURTHER RESOLVED, that the Series A Redeemable Preferred Stock shall have the powers and preferences, and the relative, participating, optional and other rights, and the qualifications, limitations, and restrictions thereon set forth below:

Section 1. DESIGNATION OF SERIES; RANK. The shares of such series shall be designated as the "Series A Redeemable Preferred Stock" (the "Redeemable Preferred Stock") and the number of shares initially constituting such series shall be up to 10,000. The Redeemable Preferred Stock, with respect to distributions upon liquidation, dissolution or winding up, ranks (i) junior to any series of preferred stock of the Company the terms of which specifically provide that such series ranks senior to the Redeemable Preferred Stock (the "Senior

Stock"), (ii) PARI PASSU with any other series of preferred stock of the Company the terms of which specifically provide that such series ranks PARI PASSU with the Redeemable Preferred Stock (the "Parity Stock") and (iii) senior to the common stock, par value $.001 per share, of the Company ("Common Stock") and any series of preferred stock the terms of which specifically provide that such series ranks junior and subordinate to the Redeemable Preferred Stock (the "Junior Stock"). So long as any shares of Redeemable Preferred Stock remain outstanding, the Company's Certificate of Incorporation shall specify that any other class or series of stock issued, other than Common Stock, is either Senior Stock, Parity Stock or Junior Stock. The Redeemable Preferred Stock shall be subject to the creation of Senior Stock, Parity Stock and Junior Stock;

Section 2. DIVIDENDS The holders of Redeemable Preferred Stock shall not be entitled to receive dividends paid on the Common Stock.

Section 3. LIQUIDATION PREFERENCE

3.1 DISTRIBUTION AMOUNT. In the event of a voluntary or involuntary liquidation, dissolution or winding up of the Company, the holders of shares of the Redeemable Preferred Stock are entitled to receive out of the assets of the Company available for distribution to shareholders, before any distribution of assets is made to holders of Common Stock or any other stock ranking junior to the Redeemable Preferred Stock as to liquidation, a liquidating distribution as to each share in an amount equal to $30.00. The holders of Redeemable Preferred Stock and any Parity Stock hereafter issued that rank on a parity as to liquidation rights with the Redeemable Preferred Stock will be entitled to share ratably, in accordance with the respective preferential amounts payable on such stock, in any liquidating distribution that is not sufficient to pay in full the aggregate of the amounts payable thereon. Neither a consolidation, merger or other business combination of the Company with or into another corporation or other entity nor a sale, lease, or exchange or transfer of all or part of the Company's assets for cash, securities or other property will be considered a liquidation, dissolution or winding up of the Company.

3.2 NON-CASH DISTRIBUTIONS. If any of the assets of the Company are to be distributed other than in cash under this Section 3, then the Board of Directors of the Company shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of shares of the Redeemable Preferred Stock. The Company shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Redeemable Preferred Stock of the appraiser's valuation.

Section 4. VOTING.

4.1 VOTING RIGHTS. The holders of the Redeemable Preferred Stock will have the voting rights as described in this Section 4 or as required by law. For so long as any shares of the Redeemable Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote on all shareholder matters equal to 66 2/3% of the total vote.

4.2 AMENDMENTS TO ARTICLES AND BYLAWS. So long as Redeemable Preferred Stock is outstanding, the Company shall not, without the affirmative vote of the holders of at least 66-2/3% of all outstanding shares of Redeemable Preferred Stock, voting separately as a class (i) amend, alter or repeal any provision of the certificate of incorporation or the bylaws of the Company so as to adversely affect the designations, preferences, limitations and relative rights of the Redeemable Preferred Stock or (ii) effect any reclassification of the Redeemable Preferred Stock.

4.3 AMENDMENT OF RIGHTS OF REDEEMABLE PREFERRED STOCK. The Company shall not, without the affirmative vote of the holders of at least 66-2/3% of all outstanding shares of Redeemable Preferred Stock, amend, alter or repeal any provision of this Statement of Designations, PROVIDED, HOWEVER, that the Company may, by any means authorized by law and without any vote of the holders of shares of Redeemable Preferred Stock, make technical, corrective, administrative or similar changes in this Statement of Designations that do not, individually or in the aggregate, adversely affect the rights or preferences of the holders of shares of Redeemable Preferred Stock.

Section 5. REDEMPTION

5.1 OPTIONAL REDEMPTION.

(a) For a period of one year from the issuance, the Company shall have the right to redeem any or all of the outstanding shares of Redeemable Preferred Stock at a per share redemption price (the "Redemption Price") equal to $30.00, plus all accumulated but unpaid dividends, if any.

(b) No sinking fund shall be established for the Redeemable Preferred Stock.

(c) The holder of any shares of Redeemable Preferred Stock that are redeemed shall not be entitled to receive payment of the Redemption Price for such shares until such holder shall cause to be delivered to the place specified in the notice given with respect to such redemption (i) the certificate(s) representing such shares of Redeemable Preferred Stock, and (ii) transfer instrument(s) satisfactory to the Company and sufficient to transfer such shares of Redeemable Preferred Stock to the Company free of any adverse interest.

(d) At the close of business on the date any shares of Redeemable Preferred Stock to be redeemed, such shares shall (provided the Redemption Price of such shares has been paid or properly provided for) be deemed to cease to be outstanding and all rights of any person other than the Company in such share shall be extinguished on such date for such shares except for the right to receive the Redemption Price, without interest, for such shares in accordance with the provisions of this Section 5, subject to applicable escheat laws.

Section 6. NO CONVERSION RIGHTS. Shares of Redeemable Preferred Stock shall have no conversion rights.

Section 7. STATUS OF REACQUIRED SHARES OF REDEEMABLE PREFERRED STOCK. Shares of Redeemable Preferred Stock issued and reacquired by the Company shall not be reissued by the Company as shares of Redeemable Preferred Stock but shall have the status of authorized and unissued shares of Preferred stock, undesignated as to series, subject to later issuance.

Section 8. PREEMPTIVE RIGHTS. The holders of shares of Redeemable Preferred Stock are not entitled to any preemptive or subscription rights in respect of any securities of the Company.

Section 9. NOTICES. Any notice required hereby to be given to the holders of shares of Redeemable Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Company.

IN WITNESS WHEREOF, the Company has caused this statement to be duly executed by its President this 6th day of September, 2001.

FINDERS KEEPERS, INC.

By:
Robert Wallace, PRESIDENT

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