

To: FL Dept. of State
Subject: 001518.58827

From: K. W. Sch...

Day, October 17, 2006 4:06 PM Page: 1 of 45

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* Atten: Susan Payne *

Florida Department of State
Division of Corporations
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DEVCON INTERNATIONAL CORP.

Devcon International Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Company"), does hereby certify:

FIRST: The name of the Company is "Devcon International Corp."

SECOND: In accordance with the provisions of Sections 607.1003 and 607.1006 of the Business Corporation Act of the State of Florida, the Articles of Amendment to Articles of Incorporation of the Company were adopted and declared advisable by all of the directors of the Board of Directors of the Company at a meeting held on January 30, 2006. The amendment was then approved by a majority of the shareholders of the Company pursuant to an action by written consent of shareholders entitled to vote on such matter, on February 10, 2006, in the manner prescribed by Section 607.0704 of the Business Corporation Act of the State of Florida and in accordance with the terms and conditions of the Articles of Incorporation of the Company.

THIRD: Article III of the Articles of Incorporation of the Company is hereby deleted in its entirety and replaced by a new Article III to read in its entirety as follows:

"ARTICLE III

The total number of shares of capital stock this corporation shall have authority to issue is Sixty Million (60,000,000) shares, consisting of Fifty Million (50,000,000) shares of common stock, par value \$.10 per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, par value \$.10 per share (the "Preferred Stock"). All of said stock shall be payable in cash or property (real or personal), labor or services in lieu of cash, at a fair and just valuation to be fixed by the Board of Directors of this corporation. Article III hereof contains a description of the Preferred Stock and a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof.

Common Stock

A. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

B. **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of this corporation.

C. **Dividends.** Subject to provisions of law, Article III of these Articles of Incorporation, and all senior rights of holders of Preferred Stock to participate in such dividends, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. **Liquidation.** Subject to provisions of law and Article III of these Articles of Incorporation, upon any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of this corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of

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assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of this corporation available for distribution.

Preferred Stock

A. General.

1. Issuance of Preferred Stock in Classes or Series. The Preferred Stock of this corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of this corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges referred to in this Article III, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

2. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of this corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in the Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(a) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(c) the right or obligation, if any, of this corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;

(d) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of this corporation;

(e) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

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(f) the obligation, if any, of this corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(h) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of this corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation."

FOURTH: Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.

FIFTH: The effective date of these Articles of Amendment shall be upon the filing of these Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its Chief Executive Officer and President as of this 16th day of October, 2006.

DEVCON INTERNATIONAL CORP.

By: 

Stephen J. Ruzika
Chief Executive Officer and
President

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