

CAPITAL CONNECTION, INC.

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MD2152

Rose Sons Enterprises, Inc.

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TALLAHASSEE, FLORIDA
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☒ Art. of Amend. File Cert _____
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☒ Cert. Copy _____
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Certificate of Good Standing _____
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Certificate of Fictitious Name _____
Corp Record Search _____
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Q. COULLETTE FEB 25 2000

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Name _____

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
TO
ROESONS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1006, the Undersigned Corporation, a Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Roesons Enterprises, Inc.
2. Article III of the Articles of Incorporation of the corporation is hereby deleted and the following new Article III is inserted in lieu thereof:

ARTICLE III-CAPITAL STOCK

Authorized Capital; Classes. The aggregate number of shares of all classes of stock that the corporation has authority to issue is one hundred and seven thousand five hundred (107,500) Shares, to be designated respectively as "Common Stock" and "Preferred Stock". The total number of Shares of Common Stock shall be seven thousand five hundred (7500) shares, a par value of one dollar (\$1.00), all of the same class and the same series, and all having equal rights and preferences in all matters.

The total number of Shares of Preferred Stock shall be one hundred thousand (100,000) Shares, and each Share shall have a par value of ten dollars (\$10.00). The terms and preferences of the Preferred Stock are as follows:

1. ***Dividends.*** The holders of Preferred Stock are entitled, but only when and as declared by the board of directors of the Corporation, to a cash dividend of one dollar (\$1.00) per share per anum. The dividend shall be payable annually on the date in each year fixed by the board of directors. Dividends on Preferred Stock shall be declared if, as, and when the board of directors in its sole discretion deems advisable, and only out of the net profits or surplus of the

Corporation as is fixed or determined by the board of directors in its sole discretion from time to time. The determination at any time of the amount of net profits or surplus available for dividends shall be binding and conclusive on the holders of the stock of the Corporation outstanding at the time.

Any declared and unpaid dividends on Preferred Stock shall not bear interest. Holders of Preferred Stock shall not receive any dividends other than the preferred dividends provided for in this paragraph 1 of article 3, and shall not participate with the common stock of the Corporation in the payment of dividends.

2. *Cumulative Dividends.* Dividends on Preferred Stock are cumulative from and after the date or dates fixed by the board of directors of the Corporation. No dividends shall be paid or set apart for payment on the common stock of the Corporation, no distribution shall be made on the common stock (other than a dividend payable in common stock) and no shares of common stock shall be redeemed, retired, or otherwise acquired for valuable consideration unless full cumulative dividends on Preferred Stock for all past years and for the current year have been declared, and the Corporation has paid those dividends or has set aside a sum sufficient to pay them.
3. *Preference on liquidation.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or of any reduction in the capital of the Corporation resulting in any distribution of assets to the stockholders of the Corporation, each holder of Preferred Stock shall be entitled to receive in cash out of the assets of the Corporation, whether from capital or earnings,

available for distribution to the stockholders of the Corporation, before any amount is paid to the holders of the common stock of the Corporation, the sum of \$10.00 per share for each share of Preferred Stock held by the holder, plus an amount equal to the sum of all accumulated and unpaid dividends to the date fixed for the payment of the distribution on the shares of Preferred Stock held by the holder.

All or any part of the Shares of common or preferred stock may be issued by the Corporation from time to time and for such considerations as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard for the interests of the existing Shareholders, and when such consideration has been received by the Corporation, such Stock will be deemed fully paid.

3. This Amendment was recommended to the Stockholders of the Corporation for adoption by unanimous written consent of the Directors of this Corporation pursuant to Florida Statutes Section 607.1003 (2) (a) and was adopted by unanimous written consent of the Stockholders and was delivered to the Secretary of this Corporation pursuant to Section 607.0704 (1) of the Florida Statutes, as of January 25, 2000.

ROESONS ENTERPRISES, INC.

By: _____

Brian D. Roe, President

Attest: _____

Andrae M. Roe, Secretary