

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P93000056577

NAME _____

FIRM _____

ADDRESS _____

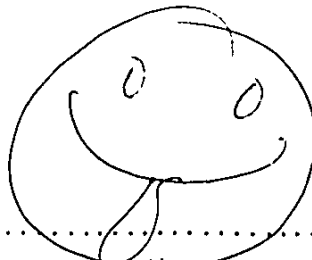
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____



REQUEST TAKEN CONFIRMED APPROVED

DATE 3/18/97

TIME 10:30

BY Capital

WALK-IN
will Pick Up _____

of No
HE: Thermacell Technologies

Inc.

C. FEE. DISBU
_____ Empires
_____ Inc. F
_____ Corp. Record Search
_____ Ltd. Partnership Fila
_____ Foreign Corp. Fila
☒ () Cert. Copy(s)

☒ Art. of Amend. Fila
_____ Dissolution/Withdrawal
_____ C U S.
_____ Filations Name Fila

_____ Name Reservation
_____ Annual Report/Information
_____ Reg. Agent Service
_____ Document Filing

_____ Corporate Kit
_____ Vehicle Search
_____ Driving Record
_____ Document Retrieval

_____ UCC 1 or 3 Fila
_____ UCC 11 Search
_____ UCC 11 Retrieval
_____ Fila No.s. _____ Copies

_____ Courier Service
_____ Shipping/Handling
_____ Phone ()
_____ Top Priority
_____ Express Mail Prep.
_____ FAX () _____ fgs.

SUBTOTALS 3/19

FEE.....
DISBURSED.....
SUNCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Month.

THANK Y
from
Your Capital Co

ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THERMACELL TECHNOLOGIES, INC.
ESTABLISHING A SERIES OF SHARES PURSUANT
TO FLORIDA STATUTES 607.0602

FILED
97 MAR 18 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

To: The Department of State of the State of Florida:

Pursuant to the provisions of Chapter 607.0602, Florida Statutes, the undersigned Corporation hereby submits the following information relating to the adoption by the Directors of the Corporation of an amendment of a series of shares and the establishment of the relative rights and preferences thereof:

1. The name of the Corporation is:

THERMACELL TECHNOLOGIES, INC.,
a Florida corporation (the "Corporation").

2. The Amendment to the Certificate of Designation, Preference and Rights of Series A Preferred Stock of ThermaCell Technologies, Inc. ("Amended Certificate of Designation"), is attached hereto and incorporated herein by reference ("Amendment").

3. This Amendment and the Amended Certificate of Designation was duly adopted by unanimous consent of the Board of Directors of the Corporation effective March 13, 1997, as more particularly described in Article Second of the Amended Certificate of Designation.

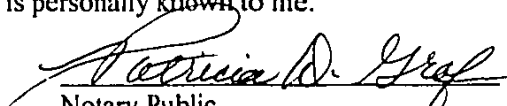
THERMACELL TECHNOLOGIES, INC.,
a Florida corporation

By: 
John Pidorenko
President

Corporate Seal

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17TH day of March, 1997, by JOHN PIDORENKO, as President of THERMACELL TECHNOLOGIES, INC., a Florida corporation, on behalf of said corporation, who is personally known to me.


Notary Public

Print Name: PATRICIA D. GRAF

My Commission Expires:

MTC/ej/123895
3/17/97



PATRICIA D. GRAF
MY COMMISSION # CC468731 EXPIRES
June 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**AMENDMENT TO
CERTIFICATE OF DESIGNATION,
PREFERENCE AND RIGHTS OF SERIES A PREFERRED STOCK
OF
THERMACELL TECHNOLOGIES, INC.**

The undersigned, being the President of THERMACELL TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That pursuant to the Amended and Restated Articles of Incorporation duly filed with the Secretary of State of the State of Florida, the total number of shares which the Corporation may issue, as stated in Article IV thereof, consists of Twenty Million (20,000,000) shares of common voting stock having a par value of \$.0001 per share ("Common Stock"), and Five Million (5,000,000) shares of preferred stock having a par value of \$.0001 per share ("Preferred Stock"), which Preferred Stock shall have such voting power, preferences, rights, terms and conditions as established by the Board of Directors from time to time.

SECOND: That pursuant to authority conferred upon the Board of Directors by Article IV of the Articles of Incorporation and Section 607.0602 of the Florida Business Corporation Act, the Board of Directors of the Corporation, effective March 13, 1997, duly adopted the following Resolutions, providing for the amendment to the provisions of the issuance of a series of Preferred Stock:

RESOLVED that, pursuant to authority vested in the Board of Directors by Article IV of the Articles of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Series A Preferred Stock" (such series being hereinafter called "Series A"), and the preferences and relative, participating, optional or other special rights of Series A, and the qualifications, limitations or restrictions thereof shall be as follows which shall amend and restate in its entirety the prior Certificate and Amendment dated March 16, 1994:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this written action, the meanings herein specified.
2. Common stock. The term Common Stock shall mean all shares now or hereafter authorized of the Corporation's Common Stock, par value of \$.0001 per share, which has the right (subject always to prior rights of any class or Series of Preferred Stock) to participate in the distribution as to per share amount.
3. Dividend Rights. The holders of shares of Series A Preferred Stock shall not be entitled to receive dividends.

4. Liquidation Preference. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive the first Ten Thousand and 00/100 Dollard (\$10,000.00) in distribution out of the assets of the Corporation available for distribution to shareholders. Thereafter any of the assets of the Corporation available for distribution shall be made solely to the holders of the Corporation's Common Stock.

5. Voting Rights. The holders of Series A Preferred Stock shall be entitled to one-half (1/2) a vote for each share held on all matters on which the holders of Common Stock are entitled to vote and shall vote together with the holders of Common Stock and not as a separate class or series.

6. Reacquired Shares. Shares of Series A Preferred Stock purchased or otherwise acquired by the Corporation shall be restored to the status of authorized but unissued shares of Preferred Stock without designation as to series.

7. No Sinking Fund. Shares of Series A Preferred Stock are not subject to the operation of a sinking fund.

8. Two-Thirds Vote to Change Rights, Preferences, and Powers. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat), or the written consent with or without a meeting of the holders of at least two-thirds (66 2/3%) of the then outstanding shares of Series A Preferred Stock:

(i) increase the authorized amount of Series A Preferred Stock; or authorize or create, or increase the authorized amount of, any additional class of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets; or authorize or create, or increase the authorized amount of, any class of stock or obligations convertible into or evidencing the right to purchase any class of stock ranking prior to or on a parity with the Series A Preferred Stock as to dividends or assets; or

(ii) authorize or create, or increase the authorized amount of, any stock of the Corporation, other than Common Stock, which has the right to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount; or

(iii) amend, alter or repeal any of the provisions of the Amended and Restated Articles of Incorporation or any of the rights, preferences or powers of the outstanding Series A Preferred Stock fixed herein or determined by the Board of Directors for any shares of Series A Preferred Stock as herein authorized; so as adversely to affect the rights, preferences or powers of the Series A Preferred Stock or its holders; or

(iv) amend or repeal any of the provisions of this paragraph.

9. Conversion Rights.

a. Conversion Formula. The holder of the Series A Preferred Stock may convert such shares into the Corporation's Common Stock in accordance with the following provisions. To the extent the Corporation has generated at least one (1) fiscal quarter of positive net income that is determined under generally accepted accounting principles during any subsequent fiscal year, the holder thereof would be entitled to convert up to one-half (1/2) of the shares of Series A Preferred Stock into shares of the Corporation's Common Stock at a conversion ratio of four (4) shares of Series A Preferred Stock for one (1) share of Common Stock, or up to 625,000 shares of Common Stock. The other one-half (1/2) of the Series A Preferred Stock is convertible into an additional 625,000 shares of Common Stock at the same conversion ratio provided that the Corporation generates at least one (1) complete fiscal year with positive net income in accordance with generally accepted accounting principles.

b. Fractional Shares No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. Any shares of Series A Preferred Stock surrendered for conversion which would otherwise result in a fractional share of Common Stock shall be redeemed for \$10.00 per share, payable as promptly as possible whenever funds are legally available thereof.

c. Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the principal office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state therein the name or names in which he wishes the certificate or certificates for shares of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, or to his nominee or nominees, a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid and all accrued unpaid cumulative dividends through the Conversion Date. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of holders or such share of Common Stock on such date (the "Conversion Date").

d. Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is increased by a stock dividend payable in shares of Common Stock or by a subdivision or split-up of shares of Common Stock, then immediately after the record date fixed for the determination of holders of Common Stock entitled to receive such stock dividend or the effective date of such subdivision or split-up, as the case may be, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted by the Board of Directors of the Corporation so that the holder of any Series A Preferred Stock thereafter converted shall be entitled to receive the number of shares of Common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

e. Reverse Stock Splits, etc. If the number of shares of Common Stock outstanding at any time after the Effective Date of the Series A Preferred Stock is decreased by a reverse stock split, the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be appropriately adjusted so that the holder of any Series A Preferred Stock thereafter converted shall be entitled to receive then umber of shares of common Stock which he would have owned immediately following such action had such Series A Preferred Stock been converted immediately prior thereto.

f. Reorganizations, etc. In case of any capital reorganization of the Corporation, or of any reclassification of the Common Stock, or in case of the consolidation of the Corporation with or the merger of the Corporation with or into any other person, firm or corporation, or of the sale, lease or other transfer of all or substantially all of the assets of the Corporation to any other person, firm or corporation, each share of Series A Preferred Stock shall after such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer be convertible into the number of shares of stock or other securities or property to which the Common Stock issuable (at the time of such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer) upon conversion of such Series A Preferred Stock would have been entitled upon such capital reorganization, reclassification, consolidation, merger, sale, lease or other transfer; and in any such case, if necessary, the provisions set forth herein with respect to the rights and interests thereafter of the holders of the Series A Preferred Stock shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the conversion of the Series A Preferred Stock.

g. Notice of Adjustments. Whenever the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be adjusted as provided herein, the Corporation shall forthwith file, at the office of any conversion agent for the Series A Preferred Stock and at the principal office of the Corporation, a statement showing in detail the facts requirement such adjustment and the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock after such adjustment, and the Corporation shall also cause a copy of such statement to be sent by mail, first class postage prepaid, to each holder of Series A Preferred Stock at its address appearing on the Corporation's records. Each such statement shall be signed by the Corporation's independent public accountants.

h. Treasury Stock. For the purposes of paragraph 9, the sale or other disposition of any Common Stock of the Corporation theretofore held in its treasury shall be deemed to be an issuance thereof.

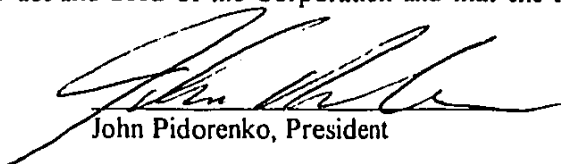
i. Taxes. The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any Series A Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such Series A Preferred Stock in a name other than that of the holder of the Series A Preferred Stock in respect of which such shares are being issued.

j. Reserve Shares. The Corporation shall reserve at all times so long as any Series A Preferred Stock remains outstanding, free from preemptive rights, out of either or both of its treasury stock or its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding Series A Preferred Stock.

k. Governmental Approvals. If any shares of Common Stock to be reserved for the purpose of conversion of Series A Preferred Stock require registration with or approval of any governmental authority under any Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the Series A Preferred Stock is then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

1. Valid Issue. All shares of Common Stock which may be issued upon conversion of the Series A Preferred Stock will upon issuance by the Corporation, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof and the Corporation shall take no action which will cause a contrary result.
10. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.
11. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.
12. Remedies. The holders of the Series A Preferred Stock shall be granted the rights of specific performance, injunctive relief and any other remedies that may be otherwise available at law or in equity to enforce the provisions of this Certificate of Designation. The provisions of this Certificate of Designation are to be literally construed in interpreting the preferences granted to the Series A Preferred Stock hereunder.
13. Par Value. The stated value of the Series A Preferred Stock shall be \$.0001 per share for legal purposes.
14. Authorized Shares of Series A Preferred Stock. The number of shares which shall constitute Series A Preferred Stock shall be 5,000,000.
15. No Other Rights. The shares of Series A Preferred Stock shall not have any relative powers, preferences and rights, nor any qualifications, limitations or restrictions thereof, other than as set forth herein or in the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Corporation have hereunto set their hands as of the 17th day of March, 1997, and they hereby affirms that the foregoing Designation is the act and deed of the Corporation and that the facts stated herein are true.


John Pidorenko, President

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 17TH day of March, 1997 by JOHN PIDORENKO, as President of THERMACELL TECHNOLOGIES, INC., a Florida corporation on behalf of the corporation, who is personally known to me, ~~or who produced a~~
~~as identification, and who did take an oath.~~

Laercia D. Gray
Notary Public

Notary Public

Print Name: PATRICIA D. GRAF

My commission expires:



PATRICIA D. GRAF
MY COMMISSION # CC468731 EXPIRES
June 1, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

MTC/ej/123902
3/17/97