

P97000003780



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 415807 4319916

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 35.00

ORDER DATE : June 4, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 415807-005

CUSTOMER NO: 4319916

800002203173--3

CUSTOMER: Claire F. O'brien, Esq
Davidson, Dawson & Clark
330 Madison Avenue

New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: AAGE W. SCOTT, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 JUN -5 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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RECEIVED
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DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AAGE W. SCOTT, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article THIRD is deleted and replaced in its entirety with the following:

"THIRD: The total number of shares which the corporation shall have authority to issue is twenty thousand (20,000) shares.

1. Preferred Stock. Ten thousand (10,000) of the shares that the corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, which shall be without par value. The Preferred Stock may be issued as and when the Board of Directors shall determine and if so declared by the Board of Directors, shall entitle the holders thereof to receive a quarterly non-cumulative cash dividend at the rate of Fifty Dollars (\$50.00) per share, out of the corporation's annual surplus net earnings, payable within thirty (30) days after the end of each quarter of the corporation's fiscal year and before any dividend shall be set apart or paid on the Common Stock; provided however, that whenever a dividend is paid on the Preferred Stock the directors shall have power in their discretion to declare and pay a dividend out of surplus for a like period on the Common Stock.

2. Common Stock. All of the remaining ten thousand (10,000) shares that the corporation has authority to issue constitute a separate and single class of shares known as Common Stock, which shall be without par value, and which shall all have the same preferences, limitations and relative rights.

3. Voting Rights. Except as provided by law or by this subparagraph (3), the holders of record of the Common Stock shall have the exclusive voting rights of the corporation. The Preferred Stock shall have no voting power.

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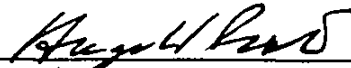
The holders of the Preferred Stock may have limited voting rights under and with respect to any Shareholders Agreement in effect from time to time among all of the shareholders.

At all shareholders' meetings, except as otherwise expressly provided in these Articles, each share of Common Stock of the corporation shall be entitled to one vote, and in cases where the holders of Preferred Stock are entitled to vote, each share of Preferred Stock shall be entitled to one vote."

SECOND: The date of the amendment's adoption is May 21, 1997.

THIRD: The amendment was unanimously approved by the shareholders and directors of the corporation.

Signed this 28 day of May, 1997.



Signature

Aage W. Scott, President
Name and Title