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October 12, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Division of Corporations:

Enclosed are the following documents:

1. An original and a copy the ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ARC TECHNOLOGIES GROUP, INC.
2. A check in the amount of \$43.75 to cover the cost of your services.

Please file the amendment and forward to me, at the address set forth below, a certified copy of the amendment.

If you have any questions, please call.

Sincerely,

Murry A. Vance

Enclosures

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Amend

ARC TECHNOLOGIES GROUP, INC.

MAILING ADDRESS: P.O. BOX 98 • PINELLAS PARK, FL 33780

OFFICE ADDRESS: 11440 • 66TH STREET NORTH • LARGO, FL 33773

PHONE: (727) 548-9572 • FAX: (727) 549-8097

WWW.VANCEIDS.COM

T. LEWIS DEC 7 2000

ARTICLES OF AMMENDMENT TO
ARTICLES OF INCORPORATION OF

ARC TECHNOLOGIES GROUP, INC.

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Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act and Article XII of the Articles of Incorporation of ARC TECHNOLOGIES GROUP, INC., the undersigned as President hereby adopts the following amendments to its Articles of Incorporation:

1. The name of the Corporation is ARC TECHNOLOGIES GROUP, INC.
2. Article V of the Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE V – CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation has authority to issue is 35,000,000 shares, which shall consist of 30,000,000 shares of Common Stock, \$0.01 par value ("Common Stock"), and 5,000,000 shares of Preferred Stock, \$.01 par value ("Preferred Stock"). No shareholder of any stock of this Corporation shall have preemptive rights. There shall be no cumulative voting by the shareholders of the Corporation.

- A. Common Stock. Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one vote for such share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.
- B. Preferred Stock. The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The designation and name of such series and the number of shares that shall constitute such series;
2. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;
3. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;
4. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices, and the terms and conditions on which shares of such series may be redeemed;
5. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provisions and the extent to which the charges therefore are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;
6. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and the extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;
7. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;
8. The extent of the voting powers, if any, of the shares of such series;
9. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and the amount of such consideration that shall be credited to the capital account; and
10. Any other preferences and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

The foregoing Articles of Amendment to the Articles of Incorporation of this Corporation were duly approved by the Board of Directors and shareholders of the Corporation.

The total number of outstanding shares of this Corporation is 2,622,839 shares of common stock. The foregoing Articles of Amendment to the Articles of Incorporation of this Corporation were duly approved on October 12, 2000 by the affirmative execution of the Action by Written Consent of Board of Directors and Shareholders of Arc Technologies Group, Inc. by the directors of Arc Technologies Group, Inc., representing the number of votes sufficient for approval of the amendment.

The undersigned, Murry A. Vance, being the President of this Corporation, does make these Articles of Amendment to the Articles of Incorporation, hereby declaring and certifying that this is the act and deed of this Corporation and the facts herein stated are true and, accordingly, have herewith set my hand as of the 12 day of October, 2000.

ARC TECHNOLOGIES GROUP, INC.


Murry A. Vance
President