

LAW OFFICES

HABER, LEWIS & PATHMAN, LLP

ONE BISCAYNE TOWER - SUITE 3660
2 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131
<http://www.hlplaw.com>

TELEPHONE (305) 379-2400
TELECOPIER (305) 379-2420
EMAIL: Info@hlplaw.com

DAVID B. HABER, P.A.
HAROLD L. LEWIS, P.A.
WAYNE M. PATHMAN, P.A.
ALEX KURKIN
ROGER SLADE*
JAMES B. MILLER
DAVID E. SACKS
GINA A. DOMBOSCH
*also admitted to practice in
New York, New Jersey & Connecticut

329683

March 3, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002796234--5
-03/05/99--01088--001
*****43.75 *****43.75

RE: Amendment to Articles of Incorporation of MIXSON CORP.

Dear Sir/Madam:

Enclosed is the Amendment to Articles of Incorporation, and an extra copy, for the above mentioned corporation. I am requesting a certified copy of the filed Amendment. Enclosed is a check in the amount of \$43.75, which includes the \$35.00 filing fee and the \$8.75 certification fee.

Please file, certify and return the Amendment to Articles of Incorporation at your earliest convenience.

Very truly yours,

HABER, LEWIS, & PATHMAN

Ruby Gonzalez
Ruby Gonzalez, CLA

*Amend
3-29-99
DMS*

/rg

Enclosures

m:\clients\20289\6001\lrs\amendmenttoarticles.ltr.doc

FILED
99 MAR 26 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
HABER, LEWIS & PATHMAN, LLP

ONE BISCAYNE TOWER • SUITE 3660
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
<http://www.hlplaw.com>

TELEPHONE (305) 379-2400
TELECOPIER (305) 379-2420
EMAIL: Info@hlplaw.com

DAVID B. HABER, P.A.
HAROLD L. LEWIS, P.A.
WAYNE M. PATHMAN, P.A.
ALEX KURKIN
ROGER SLADE*
JAMES B. MILLER
DAVID E. SACKS
GINA A. DOMBOSCH
*also admitted to practice in
New York, New Jersey & Connecticut

March 23, 1999

Secretary of State
Division of Corporations
Attention: Doug Spitler
409 East Gaines Street
Tallahassee, Florida 32399

RE: Amendment to Articles of Incorporation of MIXSON CORP.

Dear Mr. Spitler:

Enclosed is the corrected Amendment to Articles of Incorporation, and an extra copy, for the above mentioned corporation. I am requesting a certified copy of the filed Amendment. You have previously received a check in the amount of \$43.75, which includes the \$35.00 filing fee and the \$8.75 certification fee.

Please file, certify and return the Amendment to Articles of Incorporation at your earliest convenience.

Very truly yours,

HABER, LEWIS, & PATHMAN


Ruby Gonzalez, CLA

/rg

Enclosures

m:\clients\20289\6001\trs\amendmenttoarticles2.doc

FILED
99 MAR 26 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 9, 1999

HABER, LEWIS & PATHMAN, LLP
ONE BISCAYNE TOWER, SUITE 3660
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FL 33131

SUBJECT: MIXSON CORP.
Ref. Number: 329683

FILED
99 MAR 26 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MIXSON CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 599A00010740

Amendment to Articles of Incorporation
of Mixson Corp.

FILED

99 MAR 26 PM 3:31

Pursuant to Florida Statute 607.1002, the Board of Directors of Mixson Corp. hereby amend the Articles of Incorporation of Mixson Corp., as follows, to take immediate effect:

All authorized Class A, Class B, and Class C capital stock of Mixson Corp. shall be canceled in their entirety, and issued in their stead shall be one class of Capital Stock with a par value of \$2.50 as follows: Authorized: 4000 shares of voting stock. Issued 4000 shares held as follows: 3800 as treasury stock, 75 shares held by Joseph A. Rotmil, 75 shares held by Gerald F. O'Connell, and 50 shares held by Holster, LLC (of which Marc E. Bercoon is the sole managing Agent).

All stock is subject to and governed by the terms of a Shareholders Agreement dated as of October 30, 1998. This Shareholder Agreement provides, among other things, the relative rights of the shareholders with respect to many matters, including without limitation, voting agreements and rights upon liquidation or sale.

This action is taken as of the date indicated below. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

November 2, 1998

Joseph A. Rotmil
Joseph A. Rotmil, Director

Gerald F. O'Connell
Gerald F. O'Connell, Director

Marc E. Bercoon
Marc E. Bercoon, Director

Judy O'Connell
Judy O'Connell, Director

State of: Florida County of: Dade
Subscribed and sworn to me this 8th
day of February, 1999.

OFFICIAL NOTARY SEAL
SUSAN C GELFANT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC803590
MY COMMISSION EXP. JAN. 21, 2003

Notary

Susan C Gelfant
for Joseph A. Rotmil
and Marc E. Bercoon

State of Florida County of Dade ss. Judy O'Connell
Subscribed and sworn to before me this 8th
day of February, 1999.

Nancy S. Brown
Notary
NANCY S. BROWN
NOTARY PUBLIC
MY COMMISSION EXPIRES
JULY 31, 1999

Gerald F. O'Connell
and Judy O'Connell