

393843

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000527790 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0382

From: Account Name : HOLLAND & KNIGHT
Account Number : 072100000016
Phone : (813) 227-8500
Fax Number : (813) 229 0134

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 DEC -2 PM 2:57

RECEIVED
03 DEC -2 PM 1:26
DIVISION OF CORPORATIONS

BASIC AMENDMENT
POE INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
12/03/03
DC

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC -2 PM 2:57

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
POE INDUSTRIES, INC.

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Poe Industries, Inc. (the "Corporation"), are amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Poe Industries, Inc.

SECOND: Article III of the Articles of Incorporation is deleted in its entirety and replaced with the following:

"Section 1. Class of Stock. This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock which the corporation is authorized to issue is 110,000 shares, of which 10,000 are designated Series A Common Stock, par value \$.001 per share (the "Series A Common Stock"), and 100,000 of which are designated Series B Common Stock, par value \$.001 per share (the "Series B Common Stock"). Except as otherwise provided below in Section 2 of this Article III or as otherwise required by applicable law, all shares of Series A Common Stock and Series B Common Stock shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights.

Section 2. Rights, Preferences and Restrictions of Common Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Common Stock are as set forth below:

(a) Voting Rights. Except as otherwise provided in this Section 2 of this Article III or as otherwise required by applicable law, (a) holders of Series A Common Stock shall be entitled to one vote per share on all matters to be voted on by the shareholders of the corporation, and (b) holders of Series B Common Stock shall have no right to vote on any matter to be voted on by the shareholders of the corporation.

(b) Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the corporation, the holders of Series A Common Stock and the holders of Series B Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared

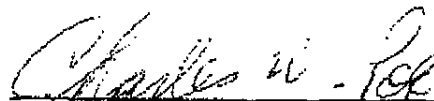
which are payable in shares of Series A Common Stock or Series B Common Stock then dividends shall be declared which are payable at the same rate on each such series of Common Stock and the dividends payable in shares of Series A Common Stock shall be payable to holders of Series A Common Stock and dividends payable in shares of Series B Common Stock shall be payable to holders of Series B Common Stock (j) if the dividends consist of other voting securities of the corporation, then in lieu of paying such other voting securities to holders of Series B Common Stock, the corporation shall pay to each holder of Series B Common Stock dividends consisting of non-voting securities of the corporation which are otherwise identical to such other voting securities.

(c) Liquidation. The holders of Series A Common Stock and Series B Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the corporation.

(d) Stock Splits. If the corporation in any manner subdivides or combines the outstanding shares of one series of Common Stock, the outstanding shares of the other series of Common Stock shall be proportionately subdivided or combined in a similar manner."

THIRD: This amendment was approved by the unanimous written consent of all of the board of directors and all of the shareholders on October 3, 2003, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed this instrument this 3rd day of October, 2003.



Charles W. Poe, Secretary