

457889

GT CORPORATION

CORPORATION(S) NAME

Catalina Lighting, Inc.

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02 APR -4 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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Order#: 5249695

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Ref#: *****35.00 *****35.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette APR 04 2002

**ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION,
AS AMENDED,
OF
CATALINA LIGHTING, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Catalina Lighting, Inc., a Florida corporation (the "Corporation"), by its Board of Directors, does hereby make and execute these Articles of Amendment to its Second Amended and Restated Articles of Incorporation, as amended (the "Articles"):

A. The name of the Corporation is Catalina Lighting, Inc.

B. On March 18, 2002, the Board of Directors of the Corporation duly adopted a resolution approving an amendment to the Articles in order to effect a share combination whereby every five shares of Common Stock, par value \$.01 per share, of the Corporation shall automatically be combined into one share of Common Stock, par value \$.01 per share. Pursuant to Section 607.10025 of the Florida Business Corporation Act, shareholder action was not required.

C. The amendment to the Articles to effect the combination does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares of any class or series that remain unissued after the combination exceeding the percentage of authorized shares of such class or series that were unissued before the combination.

D. The Articles are hereby amended by deleting in its entirety Paragraph 1 of Article III and inserting in its place the following:

1. The aggregate number of shares which the Corporation shall have the authority to issue is Twenty Million (20,000,000) shares of Common Stock, having a par value of one cent (\$.01) per share, and One Million (1,000,000) shares of Preferred Stock, having a par value of one cent (\$.01) per share.

Effective as of 8:00 a.m. on April 8, 2002 (the "Effective Time"), every five shares of Common Stock, par value \$.01 per share, of the Corporation issued and outstanding or held in treasury immediately prior to the Effective Time (the "Old Common Stock") shall automatically be combined (the "Reverse Stock Split"), without any action on the part of the holder thereof, into one share of Common Stock, par value \$.01 per share (the "New Common Stock"). The Corporation shall not issue fractional shares on account of the Reverse Stock Split. In lieu of any fractional share to which a holder would otherwise be entitled, the Corporation shall issue a full share. Whether or not fractional shares would be issuable upon such

combination shall be determined on the basis of the total number of shares of Old Common Stock held by such holder and the total number of shares of New Common Stock issuable to such holder as a result of the Reverse Stock Split.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Catalina Lighting, Inc. has caused these Articles of Amendment to the Second Amended and Restated Articles of Incorporation, as amended, to be signed by its Director and Vice President this 29th day of March, 2002.

CATALINA LIGHTING, INC.

By: 

Name: Kevin J. Calhoun

Title: Director and Vice President