

Division of Corporations

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BASIC AMENDMENT

AMM INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF AMENDMENT  
OF  
AMM INDUSTRIES, INC.**

- 1. The name of the Corporation is AMM INDUSTRIES, INC. (the "Corporation").
- 2. Article II of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE II**  
**GENERAL NATURE OF BUSINESS**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Business Corporation Act.

- 3. Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE III**  
**AUTHORIZED SHARES**

**Paragraph 1.** The aggregate number of shares of Common Stock which the Corporation is authorized to issue is ten million (10,000,000) shares of \$.001 par value.

**Paragraph 2.** The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of Common Stock are:

- a. **Voting Rights.** Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.
- b. **Preemptive Rights.** No holder of capital stock of the Corporation shall have any preemptive or preferential right to subscribe for the purchase of or receive stock of the Corporation whether now or hereafter authorized, issued or sold.
- c. **Dividends.** Dividends may be paid on the Common Stock as and when declared by the Board of Directors out of any funds of the Corporation legally available for the payment thereof.

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- d. **Liquidation.** Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets of the Corporation shall be distributed in equal amounts per share to holders of record of the Corporation's capital stock.
4. A new Article X shall be added to the Articles of Incorporation and shall read as follows:

**ARTICLE X**  
**INDEMNIFICATION**

This Corporation is authorized to indemnify any agent (as hereinafter defined) to the maximum and broadest extent permitted by Florida law, as the same exists when these Articles of Amendment become effective and to such greater extent as Florida law may thereafter permit, if and to the extent such agent becomes entitled to indemnification by bylaw, agreement, vote of shareholders or disinterested directors or otherwise. This authorization includes, without limitation, the authority to indemnify any agent in excess of that otherwise expressly permitted by Section 607.0850 of the Florida Business Corporation Act as to action in an official capacity and as to action in another capacity while holding such office for breach of duty to the Corporation and its shareholders; provided, however, that this Corporation is not authorized to indemnify any agent for any acts or omissions from which a director may not be relieved of liability as set forth in the exceptions to paragraph (7) of Section 607.0850 of the Florida Business Corporation Act or as to circumstances in which indemnity is expressly prohibited by this Article X. "Agent" shall have the meaning assigned to this term in Section 607.0850 of the Florida Business Corporation Act. Each reference in this Article X to a provision of the Florida Business Corporation Act is to such provision in effect as of the date of filing of these Articles of Amendment, or to such provision as it may be amended thereafter from time to time, but only to the extent that such amendment would broaden or increase the scope or magnitude of permissible indemnification."

5. The foregoing amendments were unanimously adopted by the sole Director and Stockholder of the Corporation eligible to vote by a Written Consent signed by him on December 20, 1999, manifesting his intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 20th day of December, 1999.

  
\_\_\_\_\_  
ANDREW G. WRIGHT, President