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AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 35.00

ORDER DATE : March 18, 1998

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ORDER NO. : 745263-015

CUSTOMER NO: 4351A

CUSTOMER: Benjamin P. Brown, Esq
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Palm Beach, FL 33480

800002461798--9

DOMESTIC AMENDMENT FILING

NAME: LEASING TECHNOLOGY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

FILED
98 MAR 19 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 19 AM 9:53
DIVISION OF CORPORATION

3/19 Jery Amend

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98 MAR 19 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of Leasing Technology, Inc., a Florida corporation, filed in Tallahassee on July 15, 1980, be and they are hereby amended in the following particulars:

The first sentence of Article IV, which presently reads "The Company is authorized to issue 3,000,000 Shares of Common Stock having a par value of \$.01 per Share" shall be amended by adding the following at the end of such sentence:

, of which up to 1,000,000 shares may be a series of non-voting common stock, with such terms, conclusions, right, preferences and limitations as set forth herein"

Article XIII-Class A Series 2, non-voting Common Stock Provisions are hereby added to the Articles of Incorporation, as follows:

" ARTICLE XIII - CLASS A SERIES 2 NON-VOTING COMMON STOCK

The company is authorized to issue 1,000,000 shares of Class A Series 2, non-voting, redeemable Common Stock, par value \$1.00, (hereafter, the "Class A, Series 2 Common Stock") and shall be authorized to sell the shares in Units of one share at \$1.00 each.

A. Dividends

The holders of shares of Class A, Series 2 Common Stock shall be entitled to receive, out of any assets at the time legally available therefor and when and as declared by the Board of Directors, dividends at the rate of twelve cents (\$.12) per share per annum, and no more, payable by company check commencing 90 days from the date the investors proceeds are received by the Company (and thereafter on a Quarterly basis based on a Disbursement schedule as determined by the Board of Directors at the time of issue. Such Dividends shall be prior and in preference to any declaration or payment of any distribution on any other Common Stock of the Corporation. Such Dividends shall accrue on each share of Class A, Series 2 from day to day from the date of the initial issuance thereof and shall become cumulative if for any reason a quarterly disbursement is not made on a timely basis by the Company.

B. Redemption

1) At any time after issuance, the Company may, at the option of the Board of Directors, redeem all or part of the outstanding shares of the Class A, Series 2 Common Stock from the investor and such redemption rights shall remain in place for Three (3) years from the date of issuance. The redemption price shall be set forth as provided in these Articles, provided that the corporation shall give written notice by mail, postage prepaid, to the holders of the Class A Series 2, Common Stock to be redeemed at least thirty (30) days prior to the date specified for redemption (the Redemption Date), unless such notice is waived by the shareholders. Such notice shall be addressed to each such shareholder at the address of such holder appearing on the books of the corporation or given by such holder to the corporation for the purpose of notice, or if no such address appears or is so given, at the place where the principal office of the corporation is located. Such notice shall state the Redemption Date, the Redemption Price (as herein after defined), the number of shares of Class A, Series 2 Common Stock of such holders to be redeemed and any other pertinent information regarding the redeemed, or to-be-redeemed stock. On or after the Redemption Date, each holder of shares of Class A Series 2 Common Stock called for redemption shall either surrender the certificate evidencing such shares to the corporation, or, if registration of such shares was by Book Entry, otherwise be notified by the Company that redemption shall occur by cancellation by Book Entry, and thereby shall thereupon be entitled to receive payment of the Redemption Price. If less than all of the outstanding shares of Class A Series 2 Common Stock are to be redeemed, then the corporation shall redeem a pro rata portion from each holder of Class A Series 2 Common Stock according to the respective numbers of shares of Class A Series 2 Common Stock held by such holder.

(2) The Class A Series 2 Common Stock may be redeemed at a cash price equal to One Dollar and (\$1.00) per share, together with all declared and unpaid dividends to and including the redemption date (the Redemption Date); provided, however, that payment of the Redemption Price shall be made from any funds of the corporation legally available therefore.

(3) From and after the Redemption Date (unless default shall be made by the corporation in duly paying the Redemption Price in which case all the rights of the holders of such shares shall continue) the holders of the shares of the Class A Series 2 Common Stock called for redemption shall cease to have any rights as non-voting stockholders of the corporation except the right to receive, without interest, the Redemption Price thereof upon Cancellation by Book Entry, or, if applicable, surrender of certificates representing the shares of Class A Series 2 Common Stock, called for redemption. Such shares shall not thereafter be issued or outstanding on the books of the corporation and shall not be deemed outstanding for any purpose whatsoever. Should any monies be deposited for redemption or otherwise tendered for redemption, in whole or in part, for Class A Series 2 shares, or such redemption proceeds be rendered by check or bank draft, and go unclaimed, uncashed or non-converted, as the case may be, by a holder of Class A Series 2 Common Stock for two (2) years after the Redemption Date, such funds shall be held as general funds of the Company, and said shares shall be deemed cancelled on the Books and Records of the Company.

(4) There shall be no redemption of any shares of Class A Series 2 Common Stock of the corporation where such action would be in violation of applicable law.

C. Preferences on Liquidation

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of shares of the Class A, Series 2 Common Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payments shall be made in respect of the corporation's common stock, an amount equal to One dollar (\$1.00) per share, plus all declared and unpaid dividends thereon to the date fixed for distribution.

D. Voting Rights

The shares of Class A, Series 2 Common Stock shall have no voting rights.

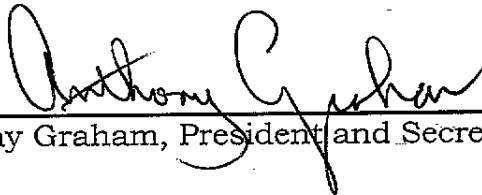
E. Conversion Rights

The shares of Class A, Series 2 Common Stock shall have no conversion rights (into common stock) although the Board of Directors of the company reserve the right to grant such Conversion privileges in the future.

F. Negative Covenants

This corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this corporation, but will at all times in good faith assist in the carrying out of all the provisions of this section and in the taking of all such action as may be necessary or appropriate in order to protect the rights of all Common Stock Shareholders."

2. The foregoing amendments were adopted by all the stockholders and Directors of the corporation, effective as of the 1st of May, 1995.



Anthony Graham, President and Secretary