

682762

Stee / Hector & Davis
Requestor's Name

Address

City/State/Zip

Phone #

Elizabeth
222-2300

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Deutek Holdings, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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97 SEP - 8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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DIVISION OF CORPORATIONS

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign <u>Don</u>
<input type="checkbox"/>	Limited Partnership <u>Don</u>
<input type="checkbox"/>	Reinstatement <u>Don</u>
<input type="checkbox"/>	Trademark <u>Don</u>
<input type="checkbox"/>	Other <u>Don</u>

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****210.00 *****87.50

File 15
35
52.50
87.50

Examiner's Initials

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97 SEP -8 PM 4:30
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TALLAHASSEE, FLORIDA

DEVTEK HOLDINGS, INC.
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

- I. The name of the corporation is Devtek Holdings, Inc., a Florida corporation.
- II. Article IV of the Articles of Incorporation is hereby deleted and replaced with the following:

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of Common Stock, par value \$1.00 per share and 15,000,000 shares of Preferred Stock, par value \$1.00 per share (the "Preferred Stock"), having the powers, privileges, rights, qualifications, limitations, and restrictions as follows:

1. **Designation and Amount.** The shares of such series shall be designated "Preferred Stock" and the number of shares constituting such series shall be 15,000,000.

2. **Dividends.**

(a) From and after the date of issuance hereof, the holders of Preferred Stock shall be entitled to receive, when and as declared, out of the net profits of the Corporation, dividends at the rate of \$0.058 per share per annum, payable in cash or in additional shares of Preferred Stock, before any dividends shall be set apart for or paid upon the Common Stock or any other stock ranking on liquidation junior to the Preferred Stock (such stock being referred to hereinafter collectively as "Junior Stock") in any year. The number of shares of Preferred Stock to be issued in payment of the dividend with respect to each outstanding share of Preferred Stock shall be determined by dividing the amount of the dividend that would have been payable had such dividend been paid in cash by \$1.00. To the extent that any such dividend would result in the issuance of a fractional share of Preferred Stock (which shall be determined with respect to the aggregate number of shares of Preferred Stock held of record by each holder) then the amount of such fraction multiplied by \$1.00 shall be paid in cash (unless there are no legally available funds with which to make such cash payment, in which event such cash payment shall be made as soon as possible). All dividends declared upon Preferred Stock shall be declared pro rata per share.

(b) Dividends on the Preferred Stock shall be non-cumulative. If dividends are not declared or paid on or before the 90th calendar day following the end of a fiscal year of the Corporation, then the right of the holders of the Preferred Stock to receive a dividend for the immediately preceding fiscal year shall expire.

3. Liquidation, Dissolution or Winding Up.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders upon such liquidation, dissolution or winding up, but before any payment shall be made to the holders of Junior Stock, an amount equal to \$1.00 per share (subject to adjustment in the event of any dividend, stock split, stock distribution or combination with respect to such shares), plus any declared but unpaid dividends as of the date of such liquidation, dissolution or winding up. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for the distribution to its shareholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled, the holders of shares of Preferred Stock, and any class of stock ranking on liquidation on a parity with the Preferred Stock, shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect to the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

(b) After payment of all preferential amounts required to be paid to the holders of Preferred Stock upon the dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its shareholders.

(c) The merger or consolidation of the Corporation into or with another corporation, the merger or consolidation of any other corporation into or with the Corporation, or the sale, conveyance, mortgage, pledge or lease of all or substantially all the assets of the Corporation shall not be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 3.

4. Voting. Each 1,000 issued and outstanding shares of Preferred Stock shall be entitled to one vote at each meeting of shareholders of the Corporation with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration. Except as required by law, holders of Preferred Stock shall vote together with the holders of Common Stock as a single class.

5. Redemption.

(a) The Corporation may, at its sole and absolute discretion, redeem (to the extent that such redemption shall not violate any applicable provisions of the laws of the State of Florida) at a price of \$1.00 per share (subject to adjustment in the event of any stock dividend, stock split, stock distribution or combination with respect to such shares), plus an amount of equal to any dividends declared but unpaid thereon (such amount is hereinafter referred to as the "Redemption Price"), at any time and from time to time, all or part of the issued and outstanding shares of Preferred Stock.

(b) In the event of any redemption of only a part of the then outstanding Preferred Stock, the Corporation shall effect such redemption pro rata among the holders thereof (based on the number of shares of Preferred Stock held on the date of notice of redemption).

(c) At least twenty (20) days prior to any redemption of shares of Preferred Stock by the Corporation, written notice shall be mailed, postage prepaid, to each holder of record of Preferred Stock to be redeemed, at his or its post office address last shown on the records of the Corporation, notifying such holder of the number of shares so to be redeemed, specifying the date on which such redemption shall be effected (each, a "Redemption Date") and calling upon such holder to surrender to the Corporation, in the manner and at the place designated, his or its certificate or certificates representing the shares to be redeemed (such notice is hereinafter referred to as the "Redemption Notice"). On or prior to each Redemption Date, each holder of Preferred Stock to be redeemed shall surrender his or its certificate or certificates representing such shares to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the Redemption Price of such shares shall be payable to the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. In the event less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. From and after the Redemption Date, unless there shall have been a default in payment of the Redemption Price, all rights of the holders of the Preferred Stock designated for redemption in the Redemption Notice as holders of Preferred Stock of the Corporation (except the right to receive the Redemption Price without interest upon surrender of their certificate or certificates) shall cease with respect to such shares, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever.

III. These Articles of Amendment were recommended by the Board of Directors and approved effective as of September 5, 1997 by the sole shareholder of the Corporation. The number of shares cast in favor of these Articles of Amendment was sufficient for approval.

The corporation has caused these Articles of Amendment to be executed by its Vice President effective as of September 8, 1997.

DEVTEK HOLDINGS, INC.

By: 

Randall D. Pomeroy,
Vice President