

# 692323



ACCOUNT NO. : 072100000032  
 REFERENCE : ~~612996~~ 4329904  
 AUTHORIZATION : *Patricia Pizute*  
 COST LIMIT : \$ 35.00

ORDER DATE : November 25, 1997  
 ORDER TIME : 11:06 AM  
 ORDER NO. : 612996-005  
 CUSTOMER NO: 4329904

CUSTOMER: David J. Powers, Esq  
 Broad And Cassel  
 Suite 300  
 7777 Glades Road  
 Boca Raton, FL 33434

100002356671--3

DOMESTIC AMENDMENT FILING

NAME: MAGNUM HOLDING COMPANY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
 \_\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
 97 NOV 25 PM 3:38  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA  
 RECEIVED  
 97 NOV 25 PM 12:10  
 DIVISION OF CORPORATION  
*11/25*  
*Jon Amend*

FILED

97 NOV 25 PM 3:38

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MAGNUM HOLDING COMPANY, INC.  
(DOCUMENT NO. 692323)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Corporation's Articles of Incorporation is hereby deleted and the following text is substituted therefor:

"ARTICLE III. CAPITAL STOCK

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Class of Stock</u>	<u>No. of Shares Authorized</u>	<u>Par Value Per Share</u>
Common	25,000,000	None
Preferred	4,000	\$10,000

The rights, series, classes, preferences, priorities, limitations and restrictions of the shares of Preferred Stock shall be designated by the Board of Directors from time to time."

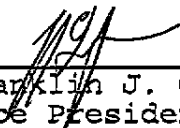
SECOND: Each share of the corporation's common stock which is issued and outstanding on the date hereof shall hereafter be automatically converted into a single issued and outstanding share of no par value common stock.

THIRD: The foregoing amendment was adopted on November 24, 1997.

**FOURTH:** The foregoing amendment was approved by the shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, MAGNUM HOLDING COMPANY, INC. has caused these Articles of Amendment to be signed by its Vice President this 24th day of November, 1997.

MAGNUM HOLDING COMPANY, INC.

By:   
\_\_\_\_\_  
Franklin J. Gattinger,  
Vice President