

F46405

AGUSTIN DE GOYTISOLO, P.A.
ATTORNEYS AND COUNSELORS

SENIOR COUNSEL
RODRIGUEZ & MACHADO, P.A.

1000 BRICKELL AVENUE, SUITE 660
MIAMI, FLORIDA 33131.3014

TELEPHONE 305.377.1000
TELEFAX
305.377.1055 / 507.1097

July 13, 1999

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

300002940603--7
-07/26/99--01002--002
255.00 *43.75

Re: **DYNAMIC PRECISION, INC., and
U.S. MATCH COMPANY**
Articles of Amendment and Restatement
Documents Nos. 594902 and F46405 respectively.

Dear Sir/Madam:

For filing amongst your records, enclosed are two original counterparts of the Articles of Amendment and Restatement of the above two (2) Florida corporations for profit, appreciating that you return to us a filed copy to our office. s.

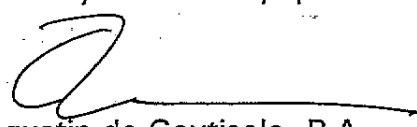
Also enclosed is a check in the amount of \$255.00 covering the following fees and expenses:

Amendment fee	\$35.00
Restatement fee	35.00
Certified copy	<u>52.50</u>

Total fees and costs each $\$127.50 \times 2 = \underline{\$255.00}$

Do not hesitate to contact me, should you have any questions.

Sincerely yours,


Agustin de Goytisolo, P.A.

AdeG:bl
cc. Mr. Francisco Tamargo
Enc. (5)
ckpg\01.38a

Mr. de Goytisolo GAVE
AUTHORIZATION BY PHONE TO
CORRECT orig. file date
DATE 7/22/99
DOC. EX-38

S. PAYNE JUL 23 1999

FILED

99 JUL 23 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

80:6 11 91

Wants
refund
Refund
proceed
\$3.75

**ARTICLES OF AMENDMENT TO, AND
RESTATED ARTICLES OF INCORPORATION OF,
U.S. MATCH COMPANY**

FILED

99 JUL 23 PM 3: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, FRANCISCO TAMARGO, and MARISOL TAMARGO, in their respective capacities of President and Assistant Secretary acting as Secretary of **U.S. MATCH COMPANY**, a Florida corporation (hereinafter, the "Corporation"), duly authorized by the shareholders and directors at a joint meeting held on July 8, 1999, all shareholders and directors being present, hereby amend and restate in toto the Articles of the Corporation, initially filed with the Florida Department of State (the "Department") on September 28, 1981, which Corporation shall hereinafter be governed under the current Florida Business Corporation Act (the "Act") by the following restated articles of incorporation (the "Articles"), to wit:

ARTICLE I - Name

The name of the Corporation is **U.S. MATCH COMPANY**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall continue to be located at 316 Miracle Mile, Coral Gables FL 33134.

ARTICLE III - Term of Existence

The Corporation commenced its corporate existence upon the filing of a Certificate of Incorporation with the Florida Department of State on September 28, 1981 being assigned charter number F46405, has had, and shall continue to have, perpetual existence hereinafter, unless sooner dissolved.

ARTICLE IV - Authorized Shares

The Corporation is authorized to issue five hundred thousand (500,000) shares of common stock having a par value of one cents of United States dollars (\$0.01) each, entitled to one (1) vote per share.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the

authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The Corporation shall have two (2) directors provided, however, that the number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The current directors are the persons indicated below, who shall hold office until their successors have been elected and qualified, to wit:

<u>Name of Directors:</u>	<u>Their Address:</u>
Francisco Tamargo	1221 Mariola Court Coral Gables FL 33134, and
Daisy J. Tamargo	Same address.

ARTICLE VI - Indemnification

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, the directors, officers or other persons (hereinafter, the "Persons") exercising their powers and duties on behalf of the Corporation, including when such Persons are, or were, serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such Persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, in State, Federal or other courts, or administrative dependencies, of any governmental body of the United States or other countries, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders; but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the latter provide that such bylaws shall not be altered, amended or repealed by the board of directors.


ARTICLE VIII - Incorporators


The subscribers to the original Certificate of Incorporation of this Corporation were Messrs. Francisco Tamargo, Daisy J. Tamargo and Dalsy B. Tamargo and these Amended and Restated Articles of Incorporation shall be acknowledged, executed and filed with Florida's Department of State by Mr. Tamargo assisted by the Secretary or any Assistant Secretary of the Corporation.

ARTICLE IX - Registered Office and Agent

The street address of the registered office of the Corporation is 316 Miracle Mile, Coral Gables FL 33134 and the name of the registered agent of the Corporation at that address is Francisco Tamargo, who being familiar with the duties and responsibilities as registered agent of the Corporation, by these presents accepts his designation as such, and in his dual capacity as president and registered agent of the Corporation executes these presents.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary, acting as its Secretary, of the Corporation have executed these Articles of Amendment and Restatement to the Articles of Incorporation this eighth (8th) day of July, 1999.


FRANCISCO TAMARGO,
President


MARISOL TAMARGO, acting
Secretary

c:\crpg\lusma_amn.1B