



**PALLET MANAGEMENT SYSTEMS™**

Pallet Management Systems, Inc. • One South Ocean Blvd., Suite 305 • Boca Raton, Florida 33432 • Tel: (561) 338-7763 • Fax: (561) 338-9845

F87511

April 15, 1997

Secretary of State  
State of Florida  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

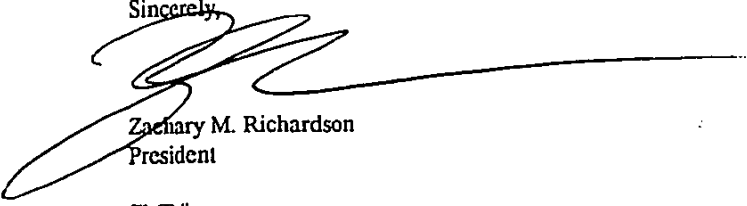
Re: Articles of Amendment  
Pallet Management Systems, Inc.

Dear Sir:

Enclosed please find our amended Articles of Incorporation for filing with the Department of State. Also enclosed is a check for \$35 for the filing fee.

Your prompt attention to this will be appreciated.

Sincerely,

  
Zachary M. Richardson  
President

ZMR/jcm

Enclosures

FILED  
97 MAY 13 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-04/18/97--01090--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment  
5/13/97  
JL



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 24, 1997

ZACHARY M. RICHARDSON  
PALLET MANAGEMENT SYSTEMS  
ONE SOUTH OCEAN BLVD., SUITE 305  
BOCA RATON, FL 33432

SUBJECT: PALLET MANAGEMENT SYSTEMS, INC.  
Ref. Number: F87511

We have received your document for PALLET MANAGEMENT SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 097A00021234

RECEIVED  
MAY 12 11 18 AM '97  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
OF  
PALLET MANAGEMENT SYSTEMS, INC.**

The Articles of Incorporation of Pallet Management Systems, Inc. shall be amended as follows:

The following Article of the Articles of Incorporation shall be deleted in its entirety and the following shall be added in its place:

**"ARTICLE IV - Capital Stock.**

The total number of shares of all classes of stock which the corporation shall have authority to issue is seventeen million five hundred thousand (17,500,000), which are divided into ten million (10,000,000) shares of Common Stock of a par value of one mil (\$.001) per share and seven million five hundred thousand (7,500,000) shares of Preferred Stock of a par value of one mil (\$.001) per share.

The shares of Preferred Stock may be issued from time to time in one or more series, in any manner permitted by law, as determined from time to time by the Board of Directors, and stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Without limiting the generality of the foregoing, shares in such series shall have such voting powers, full or limited, or no voting powers, and shall have such designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions thereof, permitted by law, as shall be stated in the resolution or resolutions providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. The number of shares of any such series so set forth in such resolution or resolutions may be increased (but not above the total number of authorized shares of Preferred Stock) or decreased (but not below the number of shares thereof then outstanding) by further resolution or resolutions adopted by the Board of Directors pursuant to authority hereby vested in it."

The foregoing amendment was approved and adopted on April 30, 1997 by the holders of in excess of fifty-one percent (51%) of the Common Stock (the sole outstanding class of securities) of the Corporation at a meeting duly called and held on that date. The number of votes cast for the amendment was sufficient for approval.

PALLET MANAGEMENT SYSTEMS, INC.

By: \_\_\_\_\_

Zachary M. Richardson, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA