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Division of Corporations

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G65508

Florida Department of State

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BASIC AMENDMENT

SCHWARTZ ELECTRO-OPTICS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMEND
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02 MAY 16 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SCHWARTZ ELECTRO-OPTICS, INC.**

WHEREAS, the name of the Corporation is Schwartz Electro-Optics, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on October 18, 1983 and assigned charter number G65508; and

WHEREAS, the Corporation wishes to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at meetings held on April 25, 2002, voted to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the Articles are amended as follows:

1. Article III - Capital Stock of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following substituted therefor:

"ARTICLE III - Capital Stock

The authorized capital stock of this Corporation shall be divided into three (3) or more classes as follows:

(a) Class A Voting Common Stock. The maximum number of shares of Class A Voting Common Stock that this Corporation is authorized to issue and have outstanding at any one time is FIFTY MILLION (50,000,000) shares having a par value of \$0.05 per share. Each share of Class A Common Stock shall have one (1) vote.

(b) Class B Non-Voting Common Stock. The maximum number of shares of Class B Non-Voting Common Stock that this Corporation is authorized to issue and have outstanding at any one time is FIFTY MILLION (50,000,000) shares having a par value of \$0.05 per share.

Class A Voting Common Stock and Class B Non-Voting Common Stock shall confer identical rights to the holders thereof, except for the difference in voting rights. Holders of Class A Voting Common Stock shall have the right to vote on all matters which may properly come before the Shareholders of the Corporation. Class B Non-Voting Common Stock shall not confer any voting rights on the holders thereof.

(c) Classes and Series of Preferred Stock. The Board of Directors of the Corporation shall have the right to issue one or more classes of Preferred Stock, and one or more series of shares within such classes, containing such rights, preferences, powers, restrictions and limitations as of

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the date of issuance (including but not limited to preferences upon dissolution of the Corporation) as the Board of Directors shall determine and authorize by resolution duly adopted at a meeting of the Board of Directors called for that specific purpose. The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time (when combining all classes and series within classes of Preferred Stock) is FIFTY MILLION (50,000,000) shares having a par value of \$0.01 per share.

Before issuing any shares of a class or series of shares within a class of Preferred Stock, the Corporation shall be required to first deliver to the State of Florida's Department of State for filing, articles of amendment, which shall be effective without Shareholder action, that set forth: (i) the name of the Corporation; (ii) the text of the amendment determining the terms of the class or series of shares of Preferred Stock; (iii) the date the amendment was adopted; and (iv) a statement that the amendment was duly adopted by the Corporation's Board of Directors."

2. Article XI - Preemptive Rights of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and the following substituted therefor:

"ARTICLE XI - No Preemptive Rights

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell."

3. The Articles of Incorporation of the Corporation is hereby amended by adding, as Article XII thereto, all of the following:

"ARTICLE XII - Shareholder Vote Required to Call Special Meeting

Special meetings of the Shareholders of the Corporation shall be held when directed by the President or the Board of Directors, or when requested in writing by Shareholders who hold at least fifty percent (50%) of the stock having the right and entitled to vote at such meetings. A meeting requested by Shareholders shall be called for a date not less than ten (10) nor more than sixty (60) days after the written request demanding the meeting and setting forth the purpose of the meeting is delivered to the Corporation's Secretary and to all of the Corporation's Shareholders."

4. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

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IN WITNESS WHEREOF, these Articles of Amendment have been executed this 13th day
of May, 2002.

SCHWARTZ ELECTRO-OPTICS, INC.,
a Florida corporation

By: _____


James M. Sellers III, President

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