

669294

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
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BASIC AMENDMENT

MEGATRAN, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment

05/17/01

PC

MAY-17-2001 14:00

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

MEGATRAN, INC.

The following resolution was adopted at a joint meeting of shareholders and Board of Directors and approved by unanimous consent of all of the shareholders on March 29, 2001:

RESOLVED, that the corporation amend Article IV of the Articles of Incorporation to read as follows:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 6,000 shares, with a par value of \$1.00 per share, divided into 5,500 shares of Class A Common Stock (the "Class A Common Stock") and 500 shares of Class B Common Stock (the "Class B Common Stock"). A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of shares or the holders thereof is as follows:

(1) Dividends. All of the Common Stock shall participate in dividends upon the basis of the amount actually paid on the respective shares as may be determined by the Board of Directors from time to time.

(2) Liquidation. In the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation remaining shall be divided and distributed among the holders of all of the Common Stock according to their respective shares.

(3) Voting rights. Holders of the Class A Common Stock shall have voting rights. Holders of the Class B Common Stock shall have no voting rights.

(4) Conversion from Class B to Class A Common Stock. Each holder of Class B Common Stock may convert his/her shares into Class A Common Stock on the basis of one share of Class A Common Stock for each share of Class B Common Stock only upon the affirmative vote of the existing holders of Class A Common Stock.

MEGATRAN, INC.,  
a Florida corporation

By: 

Michael B. Acosta, President

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STATE OF FLORIDA)

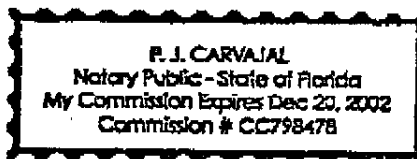
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, Michael B. Acosta, President of MEGATRAN, INC., who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of MAY, 2001.

*P. J. Carvajal*  
Notary Public, State of Florida

My Commission Expires:



THIS INSTRUMENT FILED BY:  
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