

G69294

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000182693 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

04 SEP 10 AM 7:36

DIVISION OF CORPORATIONS

To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
FBI/AM-SEC, FLORIDA

04 SEP 10 AM 9:59

FILED

BASIC AMENDMENT

MEGATRAN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amend
9/10/04

Electronic Filing Menu

Corporate Filing

Public Access Help

HO4000182693

③

SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

MEGATRAN, INC.

The following resolution was adopted at a joint meeting of the Shareholders and the Board of Directors and approved by unanimous consent of all of the Shareholders and Directors on September 9, 2004:

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 of common stock, 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") and 10,000 shares of preferred stock, with a par value of \$1.00 per share (the "Preferred Stock").

A statement of the preferences, privileges, and restrictions granted to or imposed upon the respective classes of Common Stock 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.

A statement of the preferences, privileges, and restrictions granted to or imposed upon the Preferred Stock or the holders thereof is as follows:

(1) Dividends. All of the Preferred 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

FILED
04 SEP 10 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO4000182693

TOTAL P. 03

440000182093

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, the Preferred Stock shall have no liquidation rights.

(3) Voting rights. Holders of the Preferred Stock shall have no voting rights.

MEGATRAN, INC.,
a Florida corporation

By:

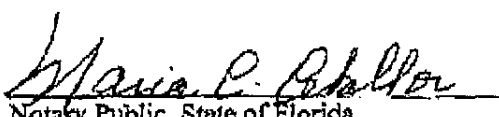

Michael B. Acosta, President

STATE OF FLORIDA)

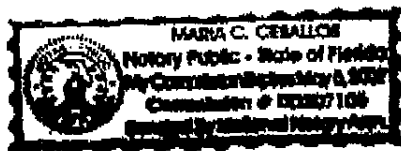
COUNTY OF MIAMI-DADE)

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 9th day of September, 2004.


Notary Public, State of Florida

My Commission Expires:



THIS INSTRUMENT FILED BY:
STEWART A. MERKIN, ESQ.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 357-5556
Florida Bar No. 153444

440000182093