

H01679

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Amendment

1.) Surface Design & Technology Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

C. COULLIETTE FEB 07 2000

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**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF SURFACE DESIGN & TECHNOLOGY, INC.**

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Article IV of the Articles of Incorporation of Surface Design & Technology, Inc. ("Corporation") is hereby amended to read, in its entirety, as follows:

"Article IV. Capital Stock

1. Authorized Number and Classes of Stock. The total number of shares which the Corporation shall have authority to issue is 405,000 shares of capital stock as follows: 400,000 shares of Series A Preferred Stock, par value \$1.00 per share; and 5,000 shares of Common Stock, par value \$1.00 per share.

2. Preferences, Privileges, Restrictions and Rights of Classes of Stock. The preferences, privileges, restrictions, and rights granted to or imposed on the respective shares are as follows:

(a) Series A Preferred Stock.

(1) Dividends.

i) Rate. The holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared, dividends thereon at the rate of 8% per annum on the par value thereof, and no more.

ii) Accrual. Dividends shall accrue from the date of issuance of the shares of Series A Preferred Stock to which they relate and shall continue to accrue from day to day, whether or not earned or declared, and whether or not there shall be (at the time such dividends are calculated or become payable or at any other time) profits, surplus or other funds of the Corporation legally available for the payment of dividends.

iii) Dividend Payment. To the extent permitted by the terms of any indebtedness for borrowed money from time to time owed by the Corporation, dividends (together with all dividends theretofore accrued but unpaid) shall be payable at the end of each calendar quarter during which the Corporation's earnings are sufficient to permit such payment.

iv) Partial Dividend Payment. If at any time the Corporation shall pay less than the total amount of the dividends then accrued and payable on the Series A Preferred Stock, such payment shall be distributed among the holders of the Series A Preferred Stock so that an equal amount shall be paid with respect to each outstanding share thereof.

v) Priority. Dividends on the Series A Preferred Stock shall be paid and distributed before any dividends shall be declared or paid upon or set aside for any other series or class of capital stock of the Corporation, so that if at any time dividends upon the Series A Preferred Stock at the rate of 8% per annum of the par value thereof calculated cumulatively on a daily basis

from the date of issuance, shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon or set apart for, any shares of any other series or class of the Corporation's capital stock.

(2) Liquidation Rights. On any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred Stock shall be entitled to be paid an amount equal to the par value of such shares plus an amount equal to the dividends accumulated but unpaid thereon to the date of final payment or dissolution. No payments shall be made and no assets shall be distributed to the holders of any shares of any other series or class of the Corporation's capital stock, unless the holders of Series A Preferred Stock shall have received payment of the full amounts aforesaid. If upon the liquidation, dissolution or winding up of the Corporation, the assets to be distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment of the full amounts as aforesaid, then the entire assets of the Corporation shall be distributed among the holders of the Series A Preferred Stock. A consolidation or merger of the Corporation with or into any other corporation shall not be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of this Section.

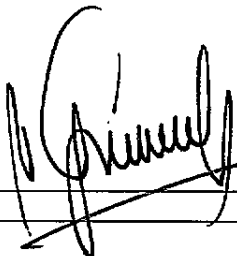
(3) Voting Rights. The Series A Preferred Stock shall be non-voting capital stock of the Corporation.

(b) Common Stock. The Common Stock shall consist of 5,000 shares of voting Common Stock, par value of \$1.00 per share. Each holder of Voting Common Stock shall have one vote for each share of Common Stock held of record by such holder. Each holder of Voting Common Stock shall be entitled to dividends ratably with all other shares of all the Corporation's Common Stock outstanding, when, if and as such dividends are declared and paid.

The foregoing amendment was duly approved and adopted by all of the Directors and the Shareholders of the Corporation, by their unanimous written action and consent dated February 2nd 2000.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President on February 2nd 2000.

By:


_____, Secretary

SURFACE DESIGN & TECHNOLOGY, INC.

By:


Rainer Gocksch, President

