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FILED  
99 JUN 16 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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GARY R. SASLAW  
OF COUNSEL  
WILLIAM J. SEGAL

June 14, 1999

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Commonwealth Distributors, Inc.

700002906357--8  
-06/16/99--01044--007  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Gentlemen:

Enclosed are two executed originals of the Articles of Amendment of Articles of Incorporation for Commonwealth Distributors, Inc. and a check to your order in the amount for \$87.50 covering the following:

Filing Fee . . . . .	\$35.00
Certified Copy Fee . . . . .	<u>52.50</u>
TOTAL . . . . .	\$87.50

Please return the certified copy of the Articles of Amendment in the return envelope provided for your convenience.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs  
Enclosures

Copy to: Mr. Barry Cohen

Amend

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
COMMONWEALTH DISTRIBUTORS, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 607.1001 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is COMMONWEALTH DISTRIBUTORS, INC.

2. The Articles of Incorporation of COMMONWEALTH DISTRIBUTORS, INC. are hereby amended to reclassify 1,000 shares of common stock of COMMONWEALTH DISTRIBUTORS, INC. having a par value of \$5 per share into 1,000 shares of Common Stock having a par value of \$5 per share and 1,000 shares of 8%, cumulative non-voting preferred stock having a par value of \$5 per share as set forth below. Article IV, which relates to the Capital Stock of the Corporation is hereby deleted and the following is inserted in its place:

**"ARTICLE IV - Capital Stock**

The authorized capital stock, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$5.00	Voting Common
1,000	\$5.00	Non-Voting Preferred

The shares of common stock shall be voting and the holders thereof shall be entitled to one vote for each share of common stock. The shares of preferred stock shall be non-voting and the holders thereof shall not be entitled to any voting rights.

The preferred shares shall entitle the holders thereof to receive out of the surplus of the Corporation, as and when the Board of Directors determines, a preference cumulative dividend of 8% per annum (calculated on the Redemption Value of such preferred shares) before any dividend shall be set apart or paid to the holders of the common shares.

In the case of liquidation, dissolution, or distribution of the assets of the Corporation, the holders of the preferred shares shall initially be entitled to a sum equal to \$8,000 per share (the "Redemption Value") together with accrued dividends to such distribution date for each issued and outstanding share before any amount shall be payable to the holders of the common shares.

The preferred shares may be redeemed, in whole or in part, at the option of the Corporation, at any time and from time to time, at the Redemption Value, together with accrued dividends to such redemption date. If less than all of the outstanding preferred shares are to be redeemed, the Corporation may designate, in such manner as the Board of Directors shall determine, the shares to be redeemed.

Except as provided in these Articles, the holders of the preferred shares shall not be entitled to any other distributions out of the surplus of the Corporation or to any other distributions upon liquidation, dissolution, or to any distribution of the assets of the Corporation."

3. All of the Shareholders of the Corporation entitled to vote, and the sole Director, adopted the foregoing Amendment by signing a written statement manifesting their intention to adopt same effective as of May 27, 1999.

Executed this 27<sup>th</sup> day of May, 1999.

COMMONWEALTH DISTRIBUTORS, INC.

By: Barry N. Cohen  
Barry N. Cohen, President

Attest:

Barry N. Cohen  
Barry N. Cohen, Secretary

(Corporate Seal)