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LAW OFFICE OF RICHARD A. DAAR
800 West Avenue, Ste. C-1
Miami Beach, Florida, 33139
Tel. No. (305) 538-7575
Telefax: (305) 538-4676

March 30, 2001

Division of Corporations
Department of State
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida, 32314

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-04/03/01--01053--020
*****35.00 *****35.00

RE: Articles of Amendment to Articles of:
LARAND CORP.

Dear Sir or Madam:

Enclosed please herein find an original and one (1) copy of Articles of Amendment to Articles of Incorporation of the above-named corporation, to be filed in your office, together with my check in the sum of \$35.00 representing filing fees. For information purposes, I am also enclosing a copy of the "Written Action of Board of Directors and Shareholders."

Kindly return the copy of the duly filed amended Articles directly to my attention. Thank you for the courtesies extended, I remain

Very truly yours,

Richard A. Daar

RAD/ad
Enclosures

FILED
01 APR -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN APR 10 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LARAND CORP.

FILED
01 APR -3 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: AMENDMENTS ADOPTED:

Article IV, CAPITAL STRUCTURE: The following constitutes the "amended" Article IV to the Articles of Incorporation of LARAND CORP., a Florida corporation:

"The aggregate number of shares which the corporation is authorized to issue is Seven Thousand (7,000) divided into two (2) classes of stock, as follows:

Class A, Common Stock - Voting, consisting of Two Thousand Three Hundred Thirty Three and One-Third (2,333 & 1/3) shares of one dollar (\$1.00) par value;

Class B, Common Stock - Non Voting, consisting of Four Thousand Six Hundred Sixty Six and Two-Third's (4,666 & 2/3) shares of one dollar (\$1.00) par value.

Except as may otherwise be provided for in these Articles, the Class A, Common Stock, shareholders, to the exclusion of Class B, Common Stock shareholders, shall have the unlimited, sole and exclusive right to notice of shareholder meetings, and the unlimited, sole and exclusive right and power to vote thereat; and otherwise, the unlimited, sole and exclusive right to vote on all matters whereat

shareholder voting is required, as well as any additional powers incident thereto.

There shall be no preference as to either class with regard to any distribution of dividends or net assets of the corporation, such distribution and participation in and to same to be equal as to both classes of stock.

The foregoing constitute the preference, limitations, and relative rights in respect of the shares of each class of stock.

Article VIII, (newly adopted), MANAGEMENT OF THE CORPORATION:

The sole management of the corporation shall be exclusively in the hands of the holders of Class A, Common Stock - Voting. The holders of Class B, Common Stock - Non-Voting, shall not be entitled to any voice in the management of the corporation.

ARTICLE IX, (newly adopted), RESTRICTIONS ON TRANSFER OF SHARES:

"No shareholder of shall have the right to sell, assign, pledge, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares to the corporation, and upon written refusal thereof, then to the shareholders in proportion to their respective shareholdings herein, such restriction to be set forth as a legend on each outstanding stock certificate, with the per share value to be determined by the corporation's accountant pursuant to and in accordance with reasonable and commonly acceptable accounting standards."

SECOND: The implementation of the foregoing amendment regarding the exchange and reclassification shares into two (2) classes shall be

by substitution and issuance of One Thousand shares (1,000) of the newly adopted shares for those outstanding prior to the adoption and filing hereof,
as follows:

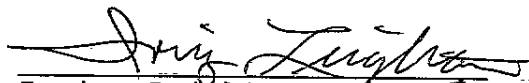
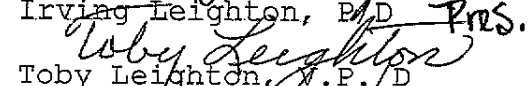
333 1/3 shares of Class A, Common - Voting;

666 2/3 shares of Class B, Common - Non-Voting.

THIRD: The date of the adoption of each amendment set forth herein is March 28, 2001.

FOURTH: The number of shares of the corporation outstanding at the time of adoption was 1,000 shares. The foregoing amendments were approved by a vote of all the directors, and **all** of the issued and outstanding shares of stock of the corporation.

Signed this 28 day of March, 2001.


Irving Leighton, P.D. Pres.

Toby Leighton, V.P./D