

J 48067

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Alterman Corporation

FILED

00 DEC 11 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED

00 DEC 11 AM 10:48

DIVISION OF CORPORATION

COULLETTE DEC 11 2000

Signature

Requested by LS

12/11/00 9:51

Name

Date

Time

Walk-In

Will Pick Up

CERTIFICATE AS TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
ALTERMAN CORPORATION

FILED
00 DEC 11 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, Sidney Alterman and Roy LiVigni, hereby certify that we are President and Secretary, respectively, of Alterman Corporation, a Florida corporation. We further certify that the following resolution relating to the amendment of the Articles of Incorporation of said corporation was unanimously approved and adopted by the stockholders and directors of said corporation at a special joint meeting of the directors and stockholders duly called and held on December 7th, 2000.

BE IT RESOLVED, that, effective on such date as this amendment shall be filed with the Secretary of State of Florida, ARTICLE III of the Articles of Incorporation of this corporation shall be amended to read as follows:

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 2,000,000 shares of Common Stock, divided into two classes, 1,000,000 shares of voting stock (hereafter called Class "A" Common Stock), par value 1/2 cent per share, and 1,000,000 shares of non-voting stock (hereafter called Class "B" Common Stock), par value 1/2 cent per share. All stock issued shall be fully paid and non assessable. The two classes of stock shall be identical except that the Class "B" Common Stock shall have no voting rights whatsoever. The Stockholders shall have no preemptive rights with respect to the capital stock or securities of the corporation, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Stockholders that are holding shares of its capital stock.

We do further certify that this amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of

authorized shares that remain unissued after the effective date hereof exceeding the percentage of the authorized shares that were unissued before the effective date hereof.

IN WITNESS WHEREOF, we have executed this certificate as President and Secretary, respectively, of Alterman Corporation, a Florida corporation, and have caused the same to be sealed with the corporate seal this 7th day of December, 2000.

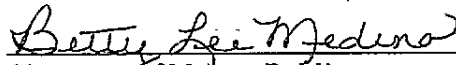

As President of Alterman Corporation.


As Secretary of Alterman Corporation

STATE OF FLORIDA
COUNTY OF 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 Sidney Alterman and Roy LiVigni, who are each personally known to me or who have each produced personally known as identification, and who executed the foregoing certificate as President and as Secretary, respectively, of Alterman Corporation, the corporation named therein, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 7th day of December, 2000.



Signature of Notary Public

Betty Lee Medina

Printed Name of Notary Public

Notary Public, State of Florida

My commission expires: 11/27/2004

(Notarial Seal)



Betty Lee Medina
Commission # CC975433
Expires Nov. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.