

K34022

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

CERRO DORADO, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amendment
04/22/99

DC

Thursday, April 22, 1999

11:45 AM

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CERRO DORADO, INC.

FILED
99 APR 22 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.10025 of the Business Corporation Act of the State of Florida, the undersigned Chief Executive Officer of Cerro Dorado, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #K34022 does hereby certify:

First: that pursuant to a Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated March 18, 1999, the Board of Directors and Majority Shareholders approved the following amendment to the Corporation's Articles of Incorporation creating the series of preferred stock as follows:

Article IV of the Articles of Incorporation of this Corporation are amended to read in its entirety as follows:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000,000 shares of common stock, par value \$.001 per share and 500,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every fifteen (15) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$0.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted

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hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

Second: The herein amended Articles of Incorporation of the Corporation do 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 combination exceeding the percentage of authorized shares that were unissued before the combination.

Third: This Certificate of Amendment shall be effective as of 7:00 a.m., Miami, Florida, time, on the date of filing.

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The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated March 18, 1999 acting unanimously pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be affixed this 19th day of March, 1999.



Les Price, Chief Executive Officer

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