

05/08/98

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4/29/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: HOLLAND & KNIGHT OF JACKSONVILLE

ACCT#: 074323003114

CONTACT: JO ELLEN BALLINGER

PHONE: (904)354-4141

FAX #: (904)358-2199

NAME: QUINSTONE INDUSTRIES, INC.

AUDIT NUMBER.....H98000008074

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment

5-8-98

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4/29/98

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RECEIVED
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FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDAARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
QUINSTONE INDUSTRIES, INC.

QUINSTONE INDUSTRIES, INC. is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute, Sections 607.1001 and 607.1003.

1. The name of the corporation is QUINSTONE INDUSTRIES, INC.
2. Article IV of the Articles of Incorporation of QUINSTONE INDUSTRIES, INC. is amended as follows:

ARTICLE IV

- A. The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at any one time is:
 1. COMMON STOCK - 1,000,000 shares of common stock, par value \$.10 per share;
 2. PREFERRED STOCK - 5,000,000 shares of preferred stock, par value \$.10 per share;
- B. Common Stock
 1. Dividends may be declared by the Board of Directors on outstanding shares of the common stock in accordance with applicable law and, upon liquidation, each holder of the common stock will share ratably in all assets available for distribution after provision is made for creditors and the holders of preferred stock.
 2. Each holder of the common stock is entitled to one vote per share on all matters submitted to a vote of shareholders. No shareholder has any preemptive rights to subscribe for or purchase any securities. Cumulative voting rights on the common stock are denied.

Prepared By:
Jo Ellen Ballinger, Legal Assistant
Holland & Knight LLP
One Independent Square Suite 2000
Jacksonville, FL 32202
(904) 354-4141

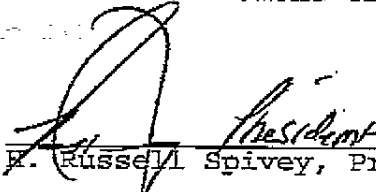
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C. Preferred Stock

The Company's Board of Directors is authorized to determine by resolution authorizing the issuance of any preferred stock, the rights, preferences and privileges of such preferred stock including restrictions, limitations and qualifications thereto. Specifically, the Board of Directors is authorized to issue such stock in different series and to determine for each series the dividend rights, dividend rate, conversation rights, class voting rights, rights and terms of redemption, redemption prices and liquidation preferences of the preferred stock issued. Before issuing any shares of preferred stock or series of preferred stock, the Company shall file Articles of Amendment to these Articles of Incorporation, which shall be effective without shareholder action, determining the terms of the preferred stock or series of preferred stock as required by law.

3. The foregoing Amendment to Articles of Incorporation was duly adopted by the Board of Directors and the Shareholders of the corporation ^{on April 27, 1998.} The number of votes cast for the amendment by the Shareholders was sufficient for approval.

In witness whereof, the undersigned President of this corporation has executed these Articles of Amendment on the 29th day of April, 1998.


R. Russell Spivey, President

JAXN-74118

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