

K53725



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AUTHORIZATION :

Patricia Pizzuto

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ORDER DATE : March 27, 1998

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CUSTOMER NO: 4326591

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CUSTOMER: Curt P. Creely, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: GROUP TECHNOLOGIES CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

*Amend.
SP 3/30/98*

FILED OF STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 30 AM 8:08

RECEIVED
98 MAR 27 PM 12:04
DIVISION OF CORPORATIONS

98 MAR 30 AM 8:08

FOURTH AMENDMENT TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
GROUP TECHNOLOGIES CORPORATION

GROUP TECHNOLOGIES CORPORATION, a corporation organized and operating under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

Pursuant to a meeting of the Board of Directors of the Corporation, duly and regularly held on September 12, 1997, and pursuant to the action taken by a majority of the holders of the outstanding common stock of the Corporation at a special shareholder's meeting duly held on March 16, 1998, a fourth amendment to the Amended and Restated Articles of Incorporation of the Corporation was adopted which deletes Article IV in its entirety and substitutes the following in lieu thereof:

"ARTICLE IV

Capital Stock

The total number of shares which are authorized to be issued by the corporation is 15,000,000 shares of common stock having a \$.01 par value ("Common Stock"), and 1,000,000 shares of preferred stock having \$.01 par value ("Preferred Stock").

A description of the foregoing class of stock of the corporation and a statement of the voting powers, preferences and relative rights and the qualifications, limitations or restrictions granted to or imposed upon the shares of each class is as follows:

Paragraph I

Preferred Stock

A. Authority is hereby vested in the Board of Directors, by resolution, to divide any or all of the authorized shares of Preferred Stock into series and, within the limitations imposed by law and these Articles of Incorporation, to fix and determine as to each such series.

- (1) The voting rights and powers, if any, of the holders of shares of such series;
- (2) The number of shares and designation of such series;
- (3) The annual dividend rate;
- (4) The prices at, and the terms and conditions on which shares of such series may be redeemed;
- (5) The amounts payable on shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(6) The terms, if any, upon which shares of such series may be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes, including the price or prices and the rate of conversion or exchange, any adjustments thereof, and all other terms and conditions;

(7) The sinking fund provisions, if any, for the redemption or purchase of shares of such series; and

(8) Such other provisions as may be fixed by the Board of Directors of the corporation pursuant to the Florida Business Corporation Act.

B. All shares of any one series of Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

C. The corporation may at any time permitted by the resolution adopted by the Board of Directors providing for the issue of any series of Preferred Stock and at the redemption price or prices and on the terms and conditions stated in said resolution, redeem the whole or any part of the series of Preferred Stock at the time outstanding.

D. Except when otherwise herein or by statute specifically provided, or except as provided by the resolution adopted by the Board of Directors providing for the issue of any series, the holders of shares of Preferred Stock shall not be entitled to vote at the election of directors or on any question arising at any meeting of shareholders of the corporation.

E. To the extent permitted by the Florida Business Corporation Act, the shares of Preferred Stock shall be convertible into other shares of the capital stock of this corporation upon such terms and conditions and at such rates of conversion or exchange as may be provided by the resolution adopted by the Board of Directors providing for the issue of any series.

Paragraph II

Common Stock

A. Subject to the preferential rights of Preferred Stock, such dividends (either in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time in accordance with the Florida Business Corporation Act.

B. Except when otherwise by statute specifically provided, and except to the extent qualified or limited by the preferential voting rights of any shares of Preferred Stock, the holders of the Common Stock shall be entitled to one vote for each share of Common Stock standing in their names on the books of the corporation at the election of directors and on any question arising at any meeting of shareholders of the corporation.

Paragraph III

General

A. No holder of shares of the corporation of any class, as such, shall have any preemptive right to subscribe to stock, obligations, warrants, subscription rights or other securities of the corporation of any class, regardless of when authorized.

B. For the purposes of this Article VI and of any resolution of the Board of Directors providing for the issue of any series of Preferred Stock or of any articles of amendment filed with the Department of State of the State of Florida (unless otherwise expressly provided in any such resolution or articles) any class or classes of stock of the corporation shall be deemed to rank junior to any other class or classes if the rights of the holders thereof shall be subject or subordinate to the rights of the holders or shares of such other class or classes in respect of the receipt of dividends or of amounts distributable upon liquidation, dissolution, or winding up.

C. Upon this Amendment to the Articles of Incorporation of Group Technologies Corporation becoming effective pursuant to the Florida Business Corporation Act, (the "Effective Time"), each outstanding share of Common Stock, par value \$0.01 per share ("Existing Stock"), shall thereupon be reclassified and changed into one-fourth (1/4) of one share of Common Stock, par value \$0.01 per share ("New Stock"). Upon such Effective Time, each holder of Existing Stock shall thereupon automatically be and become the holder of one-fourth of one share of New Stock for every share of Existing Stock then held by such holder. Upon such Effective Time, each certificate formerly representing a stated number of shares of Existing Stock shall thereupon be a certificate for and shall represent one-fourth of the number of shares of New Stock as is stated in such certificate. As soon as practicable after such Effective Time, shareholders as of the date of the reclassification will be notified thereof, and, upon delivery of their certificates for Existing Stock to the Corporation, will be sent stock certificates representing their shares of New Stock, rounded up to the nearest whole number. No fractional shares for Existing Stock will be issued in connection with the stock split. In addition, appropriate entries shall be made in the accounting records of the Corporation."

As required pursuant to Florida Statutes §607.1006(1)(f), the undersigned hereby attest that the number of votes cast for the amendment by the shareholders was sufficient for approval. Further, the undersigned acknowledge that the amendment provides for a reclassification of issued shares. As required pursuant to Florida Statutes §607.1025(7), the undersigned hereby attest 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 combination exceeding the percentage of authorized shares that were unissued before the combination.

The Amendment set forth above shall be deemed to be effective at 12:20 a.m. (Eastern Standard time) on March 30, 1998.

WHEREUPON, at Tampa, Florida this 28th day of March, 1998, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President and Secretary, so that, on the filing hereof, the Amended and Restated Articles of Incorporation shall be deemed amended accordingly upon the effective date set forth above.

GROUP TECHNOLOGIES
CORPORATION, a Florida Corporation

ATTEST:

By: Michael L. Schuman
Michael L. Schuman, Secretary

By: Thomas W. Lovelock
Thomas W. Lovelock, President

/.../inserts/group.fifth