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FAX 305 689617

MIRANI & ZORRILLA

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BASIC AMENDMENT

ARRAY CONNECTOR CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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Amendment

2/2/04

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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF ARRAY CONNECTOR CORPORATION

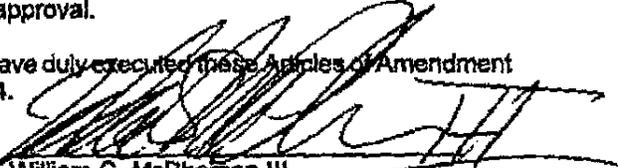
The undersigned, being the President and Secretary of Array Connector Corporation, a Florida corporation (the Corporation), do hereby certify, pursuant to Sections 607.1003 and 607.1006 of the Florida General Corporation Act (the Act), as follows:

- 1. The name of the Corporation is Array Connector Corporation.
- 2. The Text of Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

The maximum number of shares of capital stock which this Corporation is authorized to issue is 1,515,000 shares, of which 1,500,000 shares shall be Common Stock, each share having a par value of \$.002 per share, and 15,000 shares shall be Preferred Stock, each share having a par value of \$100 per share. The shares of Preferred Stock shall have and be subject to the following powers, rights, qualifications, preferences, limitations and restrictions: (a) the Preferred Stock may not be sold, hypothecated or otherwise transferred; provided, however, that the Corporation shall have the right to redeem the Preferred Stock at any time for \$100 per share; (b) the Preferred Stock shall not be entitled to any distribution of dividends; (c) the Preferred Stock shall have no voting rights; and (d) the holders of the Preferred Stock shall have no priority over the holders of the Common Stock in the Corporation, except that in the event of sale or liquidation of the Corporation, either voluntary or involuntary, the rights of the holders of the Common Stock shall be completely subordinate to the rights of the holders of the Preferred Stock. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters in which shareholders have the right to vote.

- 3. The foregoing amendment was duly adopted and approved by a written consent of shareholders holding a majority of the Corporation's issued and outstanding Common Stock and unanimous written consent of the directors of the Corporation as of January 29, 2004. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Amendment on behalf of the Corporation as of January 29, 2004.



William C. McPherson III
President



Nancy S. McPherson
Secretary

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