

L26486



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 660996 8306A

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 35.00

ORDER DATE : April 12, 2000

ORDER TIME : 12:10 PM

ORDER NO. : 660996-005

CUSTOMER NO: 8306A

CUSTOMER: Rachel Torrens, Legal Asst
Ross H. Manella, P.a.
Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

Amend

500003207745--0

DOMESTIC AMENDMENT FILING

NAME: COMMERCE POINTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

APR 13/00

FILED
00 APR 13 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 13 PM 1:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMERCE POINTE, INC.

FILED
00 APR 13 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is: **COMMERCE POINTE, INC.** The Articles of Incorporation were filed on October 31, 1989.
2. Article V of the Articles of Incorporation of **COMMERCE POINTE, INC.**, is hereby amended to be and read as follows:

The total amount of capital stock, of this corporation is Two Million, Five Hundred Ten Thousand (\$2,510,000.00) Dollars, and the number of shares into which it is divided is 2,510,000 shares of the par value of One Dollar (\$1.00) each. Of this total capital stock, 2,500,000 shares of the aggregate value Two Million, Five Hundred Thousand Dollars (\$2,500,000.00) are preferred stock, and 10,000 shares of the aggregate value of Ten Thousand (\$10,000.00) Dollars, are common stock.

The following rights, privileges, and conditions shall attach to the preferred shares:

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of eight percent (8%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. Dividends upon the

preferred stock shall not be cumulative. Dividends on the common stock also may be declared payable as authorized by the directors; but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the yearly dividend of eight percent (8%), and the holders of common stock shall be entitled to receive all moneys appropriated to dividends after the annual dividends of eight percent (8%) on the preferred stock shall have been fully paid.

In case of the liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend charge before any amount shall be paid to the holders of the common stock. But on any such liquidation or dissolution after the payment to the holders of the common stock of its par value the remaining assets and funds shall be divided pro rata among the holders of both classes of the capital stock.

The holders of preferred stock shall not be entitled to vote at meetings of the stockholders of the corporation, and only the holders of common stock shall have voting rights. The preferred stock may be redeemed in whole or in part at any date after January 1, 1990, at the option of the board of directors on not less than 15 days prior notice to holders of record of the preferred stock, published, mailed, and given in such manner and form and on such terms and conditions as may be prescribed by the bylaws or by resolution of the board of directors. Such stock may be redeemed by payment in cash of One Hundred percent (100%) of the par value of each share to be redeemed, as well as all accrued unpaid dividends on each such share.

3. The date of adoption of the amendment by the shareholders and directors was September 29, 1999.

Dated: February 16, 2000

Corporation Name: COMMERCE POINTE, INC.

By: 
MANUEL DALFEN, President

**WRITTEN CONSENT OF THE STOCKHOLDERS AND DIRECTORS,
IN LIEU OF SPECIAL MEETING OF STOCKHOLDERS AND DIRECTORS,
PURSUANT TO THE FLORIDA GENERAL CORPORATIONS ACT**

The undersigned persons, being all of the Shareholders and Directors of **COMMERCE POINTE, INC.**, a Florida corporation (hereinafter referred to as "Corporation"), do hereby take the following action by Written Consent lieu of a Special Meeting of Stockholders and Directors effective September 29, 1999.

1. That the Articles of Incorporation of **COMMERCE POINTE, INC.**, filed October 31, 1989 are hereby amended effective September 29, 1999, as follows:

Article V is hereby amended as follows:

The total amount of capital stock, of this corporation is Two Million, Five Hundred Ten Thousand (\$2,510,000.00) Dollars, and the number of shares into which it is divided is 2,510,000 shares of the par value of One Dollar (\$1.00) each. Of this total capital stock, 2,500,000 shares of the aggregate value Two Million, Five Hundred Thousand Dollars (\$2,500,000.00) are preferred stock, and 10,000 shares of the aggregate value of Ten Thousand(\$10,000.00) Dollars, are common stock.

The following rights, privileges, and conditions shall attach to the preferred shares:

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of eight percent(8%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. Dividends upon the preferred stock shall not be cumulative. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any

fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the yearly dividend of eight percent (8%), and the holders of common stock shall be entitled to receive all moneys appropriated to dividends after the annual dividends of eight percent (8%) on the preferred stock shall have been fully paid.

In case of the liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend charge before any amount shall be paid to the holders of the common stock. But on any such liquidation or dissolution after the payment to the holders of the common stock of its par value the remaining assets and funds shall be divided pro rata among the holders of both classes of the capital stock.

The holders of preferred stock shall not be entitled to vote at meetings of the stockholders of the corporation, and only the holders of common stock shall have voting rights. The preferred stock may be redeemed in whole or in part at any date after January 1, 1990, at the option of the board of directors on not less than 15 days prior notice to holders of record of the preferred stock, published, mailed, and given in such manner and form and on such terms and conditions as may be prescribed by the bylaws or by resolution of the board of directors. Such stock may be redeemed by payment in cash of One Hundred percent (100%) of the par value of each share to be redeemed, as well as all accrued unpaid dividends on each such share.

2. The Treasurer of the corporation is directed to issue additional preferred stock as follows:


86402 CANADA, LTD.	40,000	shares
NIRVANA MANAGEMENT CONSULTANTS, INC.	120,000	shares
APERDEV INVESTMENTS, INC.	120,000	shares
STORAGE LEASEHOLDS, INC.	120,000	shares

STOCKHOLDERS


86402 CANADA, LTD.

By: 
_____, President

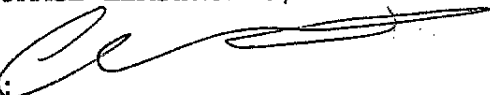
NIRVANA MANAGEMENT CONSULTANTS, INC.

By: 
MILAN BRATIN, President


APERDEV INVESTMENTS, INC.

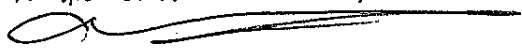
By: 
AARON RETTER, President

STORAGE LEASEHOLDS, INC.

By: 
AARON RETTER, President
SECRETARY

DIRECTORS


MILAN BRATIN, Director


AARON RETTER, Director


DANIEL DALFEN, Director

_____, Director