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November 14, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002348478--7
-11/17/97--01046--010
*****87.50 *****87.50

RE: Blackmon & Huff Capital Management, Inc.

Dear Sir or Madam:

Enclosed is our check in the amount of \$87.50, (\$35 filing fee, \$52.50 certified copy) and the Articles of Amendment to Articles of Incorporation and attachments. Please file the amendment and return a certified copy to me.

Sincerely,


Jeffrey Tew

JT/jab
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 AM 7:43

Amend
11-21-97
CC

**ARTICLES OF AMENDMENT
(CERTIFICATE OF AMENDED RIGHTS, PREFERENCES AND
LIMITATIONS OF SERIES A, B, AND C PREFERRED STOCK)
TO ARTICLES OF INCORPORATION OF
BLACKMON & HUFF CAPITAL MANAGEMENT, INC.,
A FLORIDA CORPORATION**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV 17 AM 7:45

Pursuant to Section 607.0602 of the Florida Business Corporation Act, Blackmon & Huff Capital Management, Inc., a Florida corporation, files these Articles of Amendment (Certificate of Amended Rights, Preferences and Limitations of Series A, B and C Preferred Stock). The Corporation states that:

1. The name of the Corporation is Blackmon & Huff Capital Management, Inc.
2. A copy of the resolution amending the rights and preferences of preferred capital stock is attached hereto as Exhibit A.
3. Such resolution was duly adopted by the Board of Directors of the Corporation, with the approval of a majority of the common shares of the Corporation, on November 11, 1997. The number of shareholder votes cast in favor of the amendment was sufficient for its approval.

Date: November 11, 1997

BLACKMON & HUFF CAPITAL
MANAGEMENT INC.,
a Florida corporation

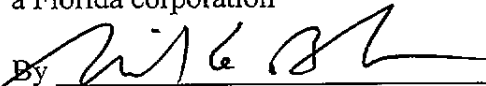
By 
Michael G. Blackmon, President

EXHIBIT A

**CERTIFICATE OF AMENDED PREFERENCES, RIGHTS
AND LIMITATIONS OF SERIES A, B, AND C PREFERRED STOCK
OF BLACKMON & HUFF MANAGEMENT, INC.,
A FLORIDA CORPORATION**

Pursuant to Section 607.0602 of the Florida Business Corporation Act

BLACKMON & HUFF CAPITAL MANAGEMENT, INC., a Florida corporation (the "Corporation"), hereby certifies that pursuant to the authority conferred upon the Board of Directors (the "Board of Directors") of the Corporation by the Corporation's Articles of Incorporation, as amended, the Board of Directors, with the approval of a majority of the common shares of the Corporation, does hereby amend the preferences, relative rights and limitations of Series A, B, and C Preferred Stock of the Corporation, as follows:

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Articles of Incorporation, as amended, the Board of Directors does hereby amend the preferences, relative rights and limitations of Series A, B and C Cumulative Preferred Stock (the "Preferred Stock") which Preferred Stock was authorized by resolution of the Board of Directors dated June 21, 1993 and filed with the Secretary of State of the State of Florida on August 6, 1993 as follows:

1. **All existing rights, limitations and preferences preserved.** All of the existing rights, preferences and limitations of the Preferred Stock shall remain in full force and affect and shall not be altered by this amendment.

2. **Additional Rights and Preferences.** The Corporation, as collateral for the repayment of the face amount of the Preferred Stock hereby assigns to the Preferred shareholders pro rata the proceeds, after payment of attorneys fees and the expenses of litigation (the "litigation net

proceeds”), of any judgment or settlement recovered by the Corporation in the case of Blackmon & Huff Capital Management, Inc. and Michael G. Blackmon v. ICC Capital Management, Inc., Grant McMurry, Bart McMurry and J. Blanchard Huff, in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida, General Jurisdiction Division Case No. 97-000727, in an amount up to the face value of the Preferred Stock without accrual of any dividends or interest provided that such payment shall not violate the provision of Section 607.06401, F.S. The “litigation net proceeds” will be paid to the Preferred shareholders prior to any dividends or other distributions to the outstanding common shares.

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
OF BLACKMON & HUFF MANAGEMENT, INC.,
A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the owner a majority of the common shares of Blackmon & Huff Capital Management, Inc., a Florida corporation, (the "Corporation"), hereby takes the following action by written consent in lieu of holding a special meeting, pursuant to the terms of Sections 607.0821 of the Florida Business Corporation Act:

WHEREAS, Articles of Amendment to the Article of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 1, 1993, authorizing the Board of Directors of the Corporation to provide for the issuance of shares of preferred stock in one or more series with such designations and preferences as the Board of Directors from time to time deems appropriate; and

WHEREAS the Board of Directors, with the approval of a majority of the common shares of the Corporation, authorized Series A, B, And C Cumulative Preferred Stock (the "Preferred Stock") by resolution dated June 21, 1993 and filed with the Secretary of State of the State of Florida on August 6, 1993; and

WHEREAS, the Corporation wishes to collateralize the payment of the Preferred Stock's face amount; it is hereby

RESOLVED, that the undersigned Shareholder, being the owner of a majority of the common shares of the Corporation, hereby approves of and ratifies the Board of Director's resolution amending the preferences, relative rights and limitations of Series A, B and C Cumulative Preferred Stock (the "Preferred Stock") which Preferred Stock was authorized by resolution of the Board of

Directors dated June 21, 1993 and filed with the Secretary of State of the State of Florida on August 6, 1993 as follows:

1. **All existing rights, limitations and preferences preserved.** All of the existing rights, preferences and limitations of the Preferred Stock shall remain in full force and affect and shall not be altered by this amendment.

2. **Additional Rights and Preferences.** The Corporation, as collateral for the repayment of the face amount of the Preferred Stock hereby assigns to the Preferred shareholders pro rata the proceeds, after payment of attorneys fees and the expenses of litigation (the "litigation net proceeds"), of any judgment or settlement recovered by the Corporation in the case of Blackmon & Huff Capital Management, Inc. and Michael G. Blackmon v. ICC Capital Management, Inc., Grant McMurry, Bart McMurry and J. Blanchard Huff, in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida, General Jurisdiction Division Case No. 97-000727, in an amount up to the face value of the Preferred Stock without accrual of any dividends or interest, provided that such payment shall not violate the provision of Section 607.06401, F.S. The "litigation net proceeds" will be paid to the Preferred shareholders prior to any dividends or other distributions to the outstanding common shares.

Date: November 11, 1997

Shareholder:

By 
Michael G. Blackmon

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
OF BLACKMON & HUFF MANAGEMENT, INC.,
A FLORIDA CORPORATION,
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the Board of Directors of Blackmon & Huff Capital Management, Inc., a Florida corporation, (the "Corporation"), hereby takes the following action by written consent in lieu of holding a special meeting, pursuant to the terms of Sections 607.0821 of the Florida Business Corporation Act:

WHEREAS, Articles of Amendment to the Article of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 1, 1993, authorizing the Board of Directors of the Corporation to provide for the issuance of shares of preferred stock in one or more series with such designations and preferences as the Board of Directors from time to time deems appropriate; and

WHEREAS the Board of Directors, with the approval of a majority of the common shares of the Corporation, authorized Series A, B, And C Cumulative Preferred Stock (the "Preferred Stock") by resolution dated June 21, 1993 and filed with the Secretary of State of the State of Florida on August 6, 1993; and

WHEREAS, the Corporation wishes to collateralize the payment of the Preferred Stock's face amount; it is hereby

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by the Articles of Incorporation, as amended, the Board of Directors does hereby amend the preferences, relative rights and limitations of Series A, B and C Cumulative Preferred Stock (the "Preferred Stock") which Preferred Stock was authorized by resolution of the Board of Directors

dated June 21, 1993 and filed with the Secretary of State of the State of Florida on August 6, 1993 as follows:

1. **All existing rights, limitations and preferences preserved.** All of the existing rights, preferences and limitations of the Preferred Stock shall remain in full force and affect and shall not be altered by this amendment.

2. **Additional Rights and Preferences.** The Corporation, as collateral for the repayment of the face amount of the Preferred Stock hereby assigns to the Preferred shareholders pro rata the proceeds, after payment of attorneys fees and the expenses of litigation (the "litigation net proceeds"), of any judgment or settlement recovered by the Corporation in the case of Blackmon & Huff Capital Management, Inc. and Michael G. Blackmon v. ICC Capital Management, Inc., Grant McMurry, Bart McMurry and J. Blanchard Huff, in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida, General Jurisdiction Division Case No. 97-000727, in an amount up to the face value of the Preferred Stock without accrual of any dividends or interest, provided that such payment shall not violate the provision of Section 607.06401, F.S. The "litigation net proceeds" will be paid to the Preferred shareholders prior to any dividends or other distributions to the outstanding common shares.

Date: November 11, 1997

Sole Director:

By 
Michael G. Blackmon