

Investors' Law Center, P.A.

L91208

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FILED
FEB 25 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 1999

VIA: AIRBORNE EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


000002787440--3
-02/25/99--01070--009
*****35.00 *****35.00

RE: Articles of Amendment for MAINTENANCE DEPOT, INC.

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to the Articles of Incorporation of Maintenance Depot, Inc, together with the filing fee of \$35.00.

Sincerely,


Chandra Parker Doucette
Paralegal/Securities Counselor

CPD/rmn
Enc. Check #2170

cc: file

Amend

VS MAR 1 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAINTENANCE DEPOT, INC.**

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Article III of the articles of incorporation of Maintenance Depot, Inc. was amended by the corporation's board of directors on February 23, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is Maintenance Depot, Inc.
2. Article III of the articles of incorporation of Maintenance Depot, Inc. was amended to add subparagraph (c) as follows:

(c) Of these shares of Preferred Stock, 2,000,000 shall be designated as Class "A" Preferred Stock. The Series "A" Preferred Stock shall have the right to elect a majority of the Board of Directors, and shall be convertible to common stock, at the election of the shareholder no sooner than five years from the date of issue, at the ratio of one share of preferred to two shares of common. It shall have no other voting rights, shall not participate in dividends, and shall have no preference in dissolution.

The foregoing amendment to articles of incorporation was duly adopted by the board of directors on February 23, 1999.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on February 23, 1999.


WILLIAM J. MERCUR, DIRECTOR

STATE OF FLORIDA)
)ss.:
COUNTY OF PALM BEACH)

On this February 23, 1999, before me personally appeared William J. Mercur, known to me to be the Director of Maintenance Depot, Inc. and acknowledged that he, as a director being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

