

# P00000011228

## HUNTON & WILLIAMS

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RICHMOND, VIRGINIA  
WARSAW, POLAND  
WASHINGTON, D.C.

OLGA L. DUQUE  
E-MAIL: ODUQUE@HUNTON.COM

FILE NO.: 57423.000002  
DIRECT DIAL: (305) 810-2542

April 19, 2000

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

Re: ICO, Inc.

800003221128--8  
-04/24/00-01137-014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

We are enclosing for filing with your office the original Amended and Restated Articles of Incorporation of ICO, Inc.

Also enclosed is our check in the sum of \$43.75 in payment of the filing and certified copy fees.

If you have any questions, please do not hesitate to call me.

Very truly yours,



Olga L. Duque  
Certified Legal Assistant

Encs.

cc: Abigail Watts-FitzGerald, Esq.

FILED  
00 APR 24 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Changed  
File date  
from 5/22 to  
4/24 - This date  
was originally  
requested but overlooked  
new file d.  
6/1/00

Amend  
LFS

5/24



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 3, 2000

Olga L. Duque  
% Hunton & Williams  
One Biscayne Tower, Suite 2500  
Miami, FL 33131-1802

SUBJECT: ICO, INC.  
Ref. Number: P00000011228

We have received your document for ICO, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 100A00024528

# HUNTON & WILLIAMS

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OLGA L. DUQUE  
E-MAIL: [ODUQUE@HUNTON.COM](mailto:ODUQUE@HUNTON.COM)

FILE NO.: 57423.000002  
DIRECT DIAL: (305) 810-2542

May 16, 2000

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

Attn: Louise Flemming-Jackson  
Corporate Specialist Supervisor

Re: ICO, Inc.

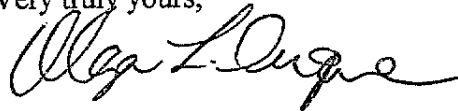
Dear Louise:

We are enclosing for filing with your office the original Articles of Amendment to Articles of Incorporation of ICO, Inc.

As per the attached letter from your office, the effective date of this filing should be April 24, 2000, and the filing fee and certified copy fee have already been paid.

If you have any questions, please do not hesitate to call me.

Very truly yours,



Olga L. Duque  
Certified Legal Assistant

Encs.

cc: Abigail Watts-FitzGerald, Esq.

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
ICO, INC.**

FILED  
00 APR 24 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 107.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The corporation was incorporated on February 2, 2000, under the name "ICO, Inc." (hereinafter referred to as the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

A. ICO, Inc. shall have authority to issue not more than Fifty Million (50,000,000) shares of common stock ("Common Stock"), no par value, and Twenty Five Million Shares (25,000,000) shares of preferred stock ("Preferred Stock"), no par value.

B. 1. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Article I, to provide for the issuance of all or any of the remaining shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

2. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination as to the following:

- a) The number of shares constituting that series and the distinctive designation of that series;
- b) The dividend rate on the shares of that series, if any, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;
- c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

- d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- h) Any other relative rights, preferences and limitations of that series.

C. 1. Each holder of shares of Common Stock shall be entitled to one vote in person or by proxy for each share of the Common Stock so held with respect to all matters voted on by the shareholders of the Corporation, subject in all cases to Article II of these Amended and Restated Articles of Incorporation.

2. Dividends may be declared or paid on the Common Stock as and when declared by the Board of Directors; **provided, however**, no such dividends may be declared or paid except in conformity with Article II of these Amended and Restated Articles of Incorporation as long as any shares of Preferred Stock shall be outstanding.

3. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all assets of the Corporation remaining after payment in full to the holders of Preferred Stock, as provided in Article I of these Amended and Restated Articles of Incorporation, shall be distributed among the holders of Common Stock, on a pro rata basis.

- 3. The following Articles are hereby added to the Articles of Incorporation of the Corporation:

## ARTICLE VIII

A. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty of care or other duty as a director by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except as provided by Section 607.0831 of the Florida Business Corporation Act. No amendment to or repeal of this Article III shall apply to or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

B. In furtherance and not in limitation of the powers conferred by statute:

i) the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of law; and


ii) the Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the full extent authorized or permitted by law and including as part thereof provisions with respect to any of all of the foregoing to ensure the payment of such amounts as may be necessary to effect indemnification as provided therein, or elsewhere.

C. The Corporation shall indemnify its directors and officers to the fullest extent permitted by Florida law, as in effect from time to time (but, in the case of any amendment of the Florida Business Corporation Act, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment). Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the bylaws of the Corporation, no action by the Corporation, either by amendment to or repeal of this Article V or the bylaws of the Corporation or otherwise shall diminish or adversely affect any right or protection granted under this Article VI to any director or officer or former director or officer of the Corporation (or any predecessor) or of any of its subsidiaries which shall have become vested as aforesaid prior to the date that any such amendment, repeal or other corporate action is taken.

4. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Secretary of State of Florida.
5. There are no shareholders entitled to vote on these Articles of Amendment to the Articles of Incorporation of the Corporation. These Articles of Amendment to the Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by written consent dated as of April 18, 2000. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 21st day of April, 2000.

ICO, INC.

By:   
Edward Cancio  
President and Director

Doc #: 15572; V. 2