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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Patricia Pijet

ORDER DATE : December 29, 2000

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ORDER NO. : 948870-005

CUSTOMER NO: 121767A

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CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: QRF ENGINEERING INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
00 DEC 29 PM 1:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

G. COULLETTE DEC 29 2000

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
QRF ENGINEERING INC.**

FILED
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STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of QRF ENGINEERING INC., a Florida corporation (the "Corporation"), which were filed on December 12, 2000, be and hereby are amended in the following manner:

1. Article V of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares of capital stock of all classes which the Corporation shall have authority to issue shall be Eleven Thousand Five Hundred (11,500) shares; of such shares the number of common shares which the Corporation shall have authority to issue is Ten Thousand (10,000), par value \$1.00 per share (the "Common Stock"), and the number of preferred shares which the Corporation shall have authority to issue is One Thousand Five Hundred (1,500) having no par value (the "Preferred Stock").

A. Common Stock

1. General. The voting, dividend and liquidation rights of the holders of Common Stock shall be subject to and qualified by the rights of the holders of any existing or future series of Preferred Stock as may be more specifically designated upon issuance of Preferred Stock of any series.

2. Voting. The holders of Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings) on all matters on which such shares shall be entitled to vote. There shall be no cumulative voting for shares of Common Stock.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as, if and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding shares of Preferred Stock.

4. Dissolution, Liquidation, Winding Up.

(a) Upon the voluntary or involuntary liquidation, sale, merger, consolidation, dissolution or winding up of the Corporation, the holders of the Common Stock shall not be entitled to participate in the distribution of any assets of the Corporation until the Corporation shall have paid, or provided for payment of, all debts and liabilities of the Corporation and the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts to which they are entitled.

(b) After any payments or set asides under Section 4(a) above are made, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, all holders of the outstanding shares of Common Stock and all other classes and series of stock which rank on parity with Common Stock shall share ratably in the distribution of the remaining assets and funds of the Corporation available for distribution to shareholders.

5. Preemptive Rights. The holders of the Common Stock shall not have any preemptive right to subscribe for or purchase any shares of stock or any other securities which may be issued by the Corporation.

B. PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein (or in future articles of amendment). Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided by law or by the terms of any series of Preferred Stock. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to Preferred Stock of any other series to the extent permitted by law and by the Corporation's Articles of Incorporation, as may be amended from time to time.

The rights, preferences, privileges and restrictions granted to and imposed upon the Preferred Stock are as follows:

1. Designation and Number of Shares. There shall be hereby established a series of the Preferred Stock, without par value, but with a stated value of One Hundred Fifty Thousand and No/100ths (\$150,000.00) Dollars per share (the "Stated Value"), designated as a "Series A Preferred Stock" (such series being hereinafter

referred to as the "Series A Preferred Stock"). The authorized number of shares of Series A Preferred Stock shall be One Thousand Five Hundred (1,500).

2. Rank. The Series A Preferred Stock shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, rank senior to the Common Stock and to each other class or series of capital stock of the Corporation hereafter created with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation (collectively with the Common Stock, the "Junior Stock").

3. Dividends.

(a) The holders of the outstanding shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, cash dividends on each share of Series A Preferred stock at the Preferred Rate on the Stated Value during the Initial Term and during each Subsequent Term during such time as the holder's Series A Preferred Stock is issued and outstanding and the Preferred Rate will be established by the Board of Directors of the Corporation for the Initial Term on the date of the issuance of such shares and on each Reset Day for each Subsequent Term. All dividends shall be cumulative, whether or not earned or declared, from the date of issuance of the Series A Preferred Stock.

(b) All dividends paid with respect to shares of Series A Preferred Stock pursuant to Subparagraph 3(a) shall be paid *pro rata* and in a like manner to all of the holders entitled thereto. The payment dates for dividends paid with respect to Series A Preferred Stock shall be determined by the Board of Directors of the Corporation at the time of issuance of such Series A Preferred Stock.

(c) Nothing herein contained shall in any way or under any circumstances be construed or deemed to require the Board of Directors to declare, or the Corporation to pay or set apart for payment, any dividends on shares of the Series A Preferred Stock at any time, except out of funds legally available therefor.

(d) Dividends payable on the Series A Preferred Stock for any period less than a year shall be computed on the basis of a 365-day year and the actual number of days elapsed in the period for which such dividends are payable.

4. Voting Rights. Except as may otherwise be required by law, the holders of Series A Preferred Stock shall have no voting rights for the election of directors or in respect of any other matter whatsoever.

5. Liquidation Preference.

(a) The liquidation preference of the Series A Preferred Stock shall be One Hundred Fifty Thousand and No/100ths (\$150,000.00) Dollars per share (the "Liquidation Preference"). In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of shares of Series A Preferred Stock then outstanding shall be entitled to be paid for each share held, out of the assets of the Corporation available for distribution to its stockholders, an amount in cash equal to the aggregate Liquidation Preference plus an amount in cash equal to all accumulated and unpaid dividends thereon to the date fixed for liquidation, dissolution or winding up, before any payment shall be made or any assets distributed to the holders of any shares of Junior Stock. Except as provided in the preceding sentence, holders of the Series A Preferred Stock shall not be entitled to any distribution in the event of any liquidation, dissolution or winding up of the affairs of the Corporation. If the assets of the Corporation are not sufficient to pay in full the liquidation payments payable to the holders of outstanding shares of the Series A Preferred Stock, then the holders of all such shares shall share ratably in such distribution of assets.

(b) For purposes of this Paragraph 5, neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all or part of the property or assets of the Corporation nor the consolidation or merger of the Corporation into or with one or more other companies or entities shall be deemed to be a liquidation, dissolution or winding up, voluntarily or involuntary, of the affairs of the Corporation.

6. Redemption.

(a) The Series A Preferred Stock may be redeemed in cash, in whole or in part, at any time or from time to time, at the option of the Corporation by resolution of the Board of Directors at a price per share equal to the Liquidation Preference plus an amount equal to all dividends thereon accrued and unpaid (the "Redemption Price") to the date fixed by the Board of Directors as the redemption date (the "Redemption Date"). If less than all shares of Series A Preferred Stock is to be redeemed, shares of Series A Preferred Stock shall be redeemed ratably among the holders thereof.

(b) Notice of any redemption pursuant to this Paragraph 6 (a "Redemption Notice") shall be mailed, first class, postage prepaid, not less than fifteen (15) days nor more than sixty (60) days prior to the Redemption Date to the holders of record of the shares of Series A Preferred Stock to be redeemed, at their respective addresses as the same may appear upon the stock record books of the Corporation or are supplied by them in writing to the Corporation for the purposes

of such notice. Such notice shall set forth the anticipated Redemption Price or formula on which such Redemption Price will be based, the anticipated Redemption Date within such fifteen (15) to sixty (60) day period, the number of shares to be redeemed and the place at which the shares called for redemption will, upon presentation and surrender of the stock certificates evidencing such shares, be redeemed.

(c) On or before the anticipated Redemption Date, each holder of Series A Preferred Stock shall surrender the certificate or certificates representing such shares of Series A Preferred Stock to the Corporation, in the manner and at the place designated in the Redemption Notice, and on the Redemption Date the full Redemption Price for such shares shall be payable in cash to the Person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired. In the event that fewer than all of the Series A Preferred Stock represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(d) If any Redemption Notice by the Corporation pursuant to this Paragraph 6 shall have been mailed as provided in Subparagraph 6(b) and, if on or before the Redemption Date, the consideration necessary for such redemption shall have been irrevocably set apart in trust for the benefit of the holders of shares to be so redeemed so as to be available therefor and only therefor, then on and after the close of business on the Redemption Date, the shares called for redemption, notwithstanding that any certificate therefor shall not have been surrendered for cancellation, shall no longer be deemed outstanding, and all rights with respect to such shares shall forthwith cease and terminate, except the right of the holders thereof to receive upon surrender of their certificates the consideration payable upon redemption thereof.

7. Conversion Rights. Under no circumstances may the Series A Preferred Stock be converted into any other series of Preferred Stock or any other class of shares of the Corporation.

8. Preemptive Rights. The holders of the Series A Preferred Stock shall not have any preemptive right to subscribe for or purchase any shares of stock or any other securities which may be issued by the Corporation.

9. Exclusion of Other Rights. The shares of Series A Preferred Stock shall not have any designations, preferences, limitations or relative rights, other than those specifically set forth in the Articles of Incorporation of the Corporation, as amended.

10. Headings. The headings of the various paragraphs and subparagraphs hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

11. Definitions.

(a) "Preferred Rate" means the annual rate of dividends on the Series A Preferred Stock in an amount determined by reference to the United States five (5) year treasury rate in effect on the date prior to the issuance of a series of the Series A Preferred Stock or a Reset Day plus a certain number of basis points per annum as to be determined by the Board of Directors of the Corporation.

(b) "Initial Term" means the period of time commencing on the date of issue of a series of the Series A Preferred Stock and expiring on the date that is sixty (60) months after such date of issue.

(c) "Reset Day" means the first day of each Subsequent Term.

(d) "Subsequent Term" means each subsequent five (5) year period with the first such period commencing on the first day following the expiration of the Initial Term.

2. The undersigned hereby certifies that the foregoing amendment to the Articles of Incorporation of the Corporation was duly approved and adopted by the written consent of the sole incorporator of the Corporation dated December 28, 2000 without shareholder action, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment to the Articles of Incorporation this 28th day of December, 2000.

QRF ENGINEERING INC., a Florida corporation

By: Alhambra Registered Agents, Inc., a Florida corporation, its Incorporator

By:


Joel J. Karp, President