

**P010000001919**

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Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : CLOVERLEAF CAPITAL ADVISORS, LLC  
Account Number : I19990000230  
Phone : (407)905-9699  
Fax Number : (407)905-9695

**BASIC AMENDMENT**

**TRADEDIRECT USA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

RECEIVED

01 APR 12 PM 4:41

DIVISION OF CORPORATIONS

FILED  
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*gaye*  
*Amend*

Fax Audit No. 8010000378442

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment to  
the Articles of Incorporation  
of  
TradeDirect USA, Inc.

CERTIFICATE OF DESIGNATION OF  
SERIES A SENIOR SERIES A PREFERRED STOCK  
SETTING FORTH THE POWERS, PREFERENCES,  
RIGHTS, QUALIFICATIONS, LIMITATIONS AND  
RESTRICTIONS OF SUCH SERIES OF PREFERRED STOCK

Pursuant to Sections 607.1001 and 607.1002 of the Florida Business Corporation Act, TradeDirect USA, Inc., a Florida corporation (the "Company"), does hereby certify that:

Pursuant to the authority conferred upon the Board of Directors of the Company by the Certificate of Incorporation of the Company, the Board of Directors of the Company on January 8, 2001 adopted the following resolution creating a series of preferred stock designated as Series A Senior Preferred Stock, and such resolution has not been modified and is in full force and effect on the date hereof:

**RESOLVED** that, pursuant to the authority vested in the Board of Directors of the Company in accordance with the provisions of the Certificate of Incorporation, a series of the class of authorized preferred stock, of the Company is hereby created and that the designation and number of shares thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations and restrictions thereof are as follows:

1. **Series A Preferred Stock.** A series of the Preferred Stock, designated the Series A Redeemable Preferred Stock (herein the "Series A Preferred Stock"), is hereby established. The aggregate number of shares of the Series A Preferred Stock shall be 250 and the stated value of such stock shall be One Thousand Dollars (\$1,000) per share; provided, that upon redemption, repurchase, or other reacquisition of shares of the Series A Preferred Stock, the number of shares of such Series A Preferred Stock and the number of shares of authorized Preferred Stock shall automatically be reduced by such number of shares that have been redeemed, repurchased or reacquired. The preferences, powers, rights and privileges and the qualifications, limitations and restrictions of the Series A Preferred Stock are as follows:

2. **Dividend Rights.** The holders of the Series A Preferred Stock shall not be entitled to receive any dividends except, if, when and as declared by the Board of Directors of the Corporation.

3. **Liquidation Rights.** In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders

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paid out of the assets of the Corporation available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of the Corporation's junior stock, an amount equal to One Thousand Dollars (\$1,000) per share, plus all accrued and unpaid dividends, if any. If the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay in full all amounts to which the holders of the Series A Preferred Stock are entitled, the amount available for distribution shall be shared pro rata by the holders of such series. For the purposes of this section, the sale, transfer or lease of all or substantially all its assets shall constitute and be deemed a liquidation, dissolution, or winding up of the Corporation.

4. **Voting Rights.** In addition to any other vote or consent required by the laws of the State of Florida, the Corporation will not, without the affirmative votes or written consent of the holders of at least sixty six and two-thirds percent (66 2/3%) of the outstanding shares of Series A Preferred Stock (with each share of Series A Preferred Stock being entitled to one vote):

(a) In any manner, including by amendment of its Articles of Incorporation or By-laws, alter or change the powers, rights, preferences or privileges or the qualifications, limitations or restrictions of the Series A Preferred Stock; or

(b) Increase or decrease the aggregate number of authorized shares of Series A Preferred Stock; effect an exchange or reclassification or create a right of exchange, or all or part of the shares of Series A Preferred Stock into shares of another class, effect an exchange or reclassification or create a right of exchange, of all or part of the shares of another class or series into the shares of Series A Preferred Stock, change the shares of all or part of the Series A Preferred Stock into a different number of shares of Series A Preferred Stock.

5. **Redemption.**

(a) **Redemption at Corporation's Option.**

(i) At any time after the date of the issuance of the Series A Preferred Stock, the Corporation shall have the right and option, to redeem or repurchase all or any portion of the shares of Series A Preferred Stock upon payment in cash to the holders of the shares in an amount equal to all accrued and unpaid dividends, if any, and the sum of One Thousand Dollars (\$1,000) per share.

Prior to redeeming or repurchasing the Series A Preferred Stock, the Corporation shall give at least thirty (30) days but no more than ninety (90) days prior written notice to the holders of the Series A Preferred Stock specifying the Corporation's intent to redeem or repurchase such shares.

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(b) Upon receipt of a written notice from the Corporation that it plans to redeem or repurchase the Series A Preferred Stock, a holder of Series A Preferred Stock shall, on or before the date of redemption, deliver to the Corporation during regular business hours, at the principal office of the Corporation, the certificate or certificates for the Series A Preferred Stock to be redeemed or repurchased, duly endorsed or assigned in blank or to the Corporation (if required by it). If the notice of redemption shall have been duly given, on or before the date of redemption, the funds necessary for such redemption shall be deposited by the Corporation with a bank or trust company designated by the Board of Directors in trust for the benefit of the holders of the Series A Preferred Stock so called for redemption. On the date of redemption, the Corporation shall issue and deliver to each holder of shares to be redeemed or repurchased, or upon the order of such holders, a check in respect to the aggregate price of the shares so redeemed or repurchased. The Corporation shall not be obligated to deliver a check to any holder of Series A Preferred Stock who fails to deliver such holder's certificate(s) for such stock, duly endorsed (or an executed affidavit of lost stock certificate), provided that from and after the date set for redemption, providing that the Corporation has deposited funds necessary for redemption with a bank or trust company as hereinbefore provided, such shares of Series A Preferred Stock shall be deemed to have been redeemed and the sole right of any holder thereof shall be to receive a check in payment therefor upon tender of such holder's certificate(s) duly endorsed (or lost stock affidavits).

The foregoing was authorized by the entire Board of Directors and the Shareholders of the Corporation by written consent effective January 8, 2001 and the number of votes cast by the Directors and Shareholders was sufficient for approval.

IN WITNESS WHEREOF, TradeDirect USA, Inc. through its designated officer has caused this Certificate to be duly executed in its corporate name as of January 8, 2001.

TradeDirect USA, Inc.

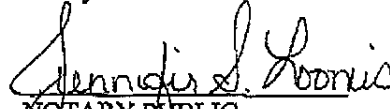
By: 

E. Nicholas Davis, III, Director

Fax Audit No. NO1000037894 2STATE OF FLORIDA )  
COUNTY OF ORANGE)

On this 8th day of January, 2001, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied \_\_\_\_\_ as identification, acknowledged to the fact that he is the Director of TRADEDIRECT USA, INC. and that he executed as said director the foregoing Articles of Amendment of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

  
NOTARY PUBLICNotary Public Commission expires:  
[notarial seal]Jennifer S. Loomis  
My Commission CC932074  
Expires April 30 2004