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FILED
2002 JUL 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 665087 11654A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 43.75

ORDER DATE : July 16, 2002

ORDER TIME : 12:52 PM

ORDER NO. : 665087-005

800006452536--7

CUSTOMER NO: 11654A

CUSTOMER: Ms. Maria Acosta
Holtzman Equels & Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: COEMAR USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 JUL 16 PM 2:30
DIVISION OF CORPORATION

C. Coulllette JUL 16 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COEMAR USA, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **COEMAR USA, INC.** (the "Corporation").
2. Article IV of the Corporation's Articles of Incorporation is deleted and replaced by new Article IV, as follows:

ARTICLE IV.

A. Authorization. The aggregate number of shares of all classes of stock of which the Corporation shall have authority to issue is 850,000, such shares being designated as follows: (i) 150,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) 700,000 shares of preferred stock, par value \$10.00 per share (the "Preferred Stock"), consisting of 500,000 shares of Series A Preferred Stock, par value \$10.00 (the "Series A Preferred Stock") and 200,000 shares of Series B Preferred Stock, par value \$10.00 (the "Series B Preferred Stock" and, collectively, the "Preferred Stock"). The Common Stock and the Preferred Stock shall have the following designations, preferences, rights, qualifications, limitations and restrictions set forth in Sections B and C, respectively, of this Article IV.

3. These Articles of Amendment were adopted and are effective as of the 15th day of July, 2002, by the Written Consent of the Corporation's Directors in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, Gerard Cohen, as President of the Corporation caused these Articles of Amendment to be executed on this 15th of July, 2002.

COEMAR USA, INC.

By: Arthur J. Furin as attorney-in-fact for
Gerard Cohen, President

**WRITTEN CONSENT OF
MAJORITY SHAREHOLDER OF COEMAR USA, INC.**

The undersigned, representing the majority shareholder ("Majority Shareholder") of Coemar USA, Inc., a Florida corporation ("Corporation"), being the holder of: (i) a majority of the shares entitled to vote on matters submitted to a vote of the shareholders of the Corporation; and (ii) the "Majority Interest" as defined in Section 3 of the Amended and Restated Articles of Incorporation of the Corporation; does hereby consent, without a meeting of the Shareholders pursuant to §607.0704 of the Florida Business Corporation Act, to the adoption of the following resolutions upon the execution of this Written Consent:

RESOLVED, that the Corporation is hereby authorized to enter into and to perform the transactions set forth in that certain Partnership Interest Issuance Agreement by and among the Corporation, Stanton Magnetics, Inc. ("Stanton"), and Mezzanine Management Fund III 'A', Mezzanine Management Fund III 'B', Mezzanine Management Fund III 'C', and Mezzanine Management Limited (collectively, "Funds"); and

RESOLVED, that the Corporation is hereby authorized to amend the Corporation's Articles of Incorporation to reflect the authorization of 150,000 shares of common stock ("Common Stock") and 500,000 shares of series A preferred stock ("Series A Preferred Stock"); and

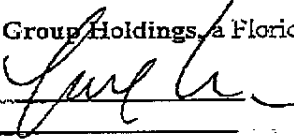
RESOLVED, that the Corporation is hereby authorized to issue additional shares of Common Stock and Series A Preferred Stock, pursuant to the Partnership Interest Issuance Agreement and as set forth on the attached Schedule A to this Unanimous Consent (except for such modifications as management, in its discretion, may deem necessary to be consistent with the Partnership Interest Issuance Agreement), to be held by Stanton Group Holdings ("SGH"); and

FURTHER RESOLVED, that the President, Gerard Cohen, or his designated Attorney-in-Fact, of the Corporation be, and he hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take any and all action necessary to effectuate the foregoing resolutions, including the execution and delivery of the Partnership Interest Issuance Agreement and Amendment to Partnership Interest Issuance Agreement and Loan Agreement, and any other instruments, agreements, certificates, papers and documents, and to do such things, as he may deem necessary and desirable to effectuate the actions authorized by the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, constituting the Majority Shareholder of the Corporation, has executed this Written Consent on this ____ day of July, 2002.

MAJORITY SHAREHOLDER:

Stanton Group Holdings, a Florida general partnership

By: 
Name: _____
Title: _____

SCHEDULE A
Additional Shares to be Issued

With respect to MMA

30,313 shares of Common Stock and 193,857 shares Series A Preferred Stock in the name of SGH

With respect to MMB

12,036 shares of Common Stock and 76,974 shares Series A Preferred Stock in the name of SGH

With respect to MMC

2,547 shares of Common Stock and 16,285 shares Series A Preferred Stock in the name of SGH

With respect to MML

414 shares of Common Stock and 2,644 shares Series A Preferred Stock in the name of SGH