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BASIC AMENDMENT

ROL HOLDINGS USA, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROL HOLDINGS USA, INC.

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TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

ARTICLE IV is hereby amended to include the following:

- (A) 5,566,000 shares of Class A Preferred, non-voting shares of stock, at \$.01 Par per share.

The holders of Class A Preferred non-voting stock shall be entitled to receive out of the net earnings, a non-cumulative quarterly dividend, not to exceed an amount of Three Cents (\$.03) per share, when and if declared by the Board of Directors as they may from time to time determine, in preference to any dividends set apart for or to be paid in any quarter on any other class of stock of the Corporation.

Class A Preferred non-voting stock shall be redeemable at the option of the Corporation at any time, upon Ten (10) calendar days written notice to the holder of said shares, at an amount equal to One Dollar (\$1.00) per share. Class A Preferred non-voting stock shall be redeemable at the option of the holder of said shares at any time, upon Thirty (30) calendar days written notice to the Corporation, at an amount equal to One Dollar (\$1.00) per share.

In case of liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Class A Preferred non-voting shares shall be preferred over all other classes of stock of the Corporation, up to an amount equal to One Dollar (\$1.00) per share, plus any declared but unpaid dividends thereon.

- (B) 500,000 shares of Class B Preferred, non-voting shares of stock, at \$.01 Par per share.

The holders of Class B Preferred non-voting stock shall be entitled to receive out of the net earnings, a non-cumulative quarterly dividend, not to exceed an amount of Three Cents (\$.03) per share, when and if declared by the Board of Directors as they may from time to time determine. Said dividends shall be paid only after all quarterly dividends declared for Class A Preferred non-voting stock have been paid, but in preference to any dividends set apart for or to be paid in any quarter on any other class of stock of the Corporation.

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Class B Preferred non-voting stock shall be redeemable at the option of the Corporation at any time, upon Ten (10) calendar days written notice to the holder of said shares, at an amount equal to One Dollar (\$1.00) per share; but only if the Corporation, at the time of such redemption, shall also be able to redeem all of Class A Preferred non-voting stock at an amount equal to One Dollar (\$1.00) per share and pay any declared but unpaid quarterly dividends for Class A Preferred non-voting stock. Class B Preferred non-voting stock shall be redeemable at the option of the holder of said shares at any time, upon Thirty (30) calendar days written notice to the Corporation, at an amount equal to One Dollar (\$1.00) per share; but only if the Corporation, at the time of such redemption, shall also be able to redeem all of Class A Preferred non-voting stock at an amount equal to One Dollar (\$1.00) per share and pay any declared but unpaid quarterly dividends for Class A Preferred non-voting stock.

In case of liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Class B Preferred non-voting shares shall be preferred over all other holders of stock of the Corporation, except for Class A Preferred non-voting stock, up to an amount equal to One Dollar (\$1.00) per share, plus any declared but unpaid dividends thereon.


SECOND: The date of the Amendment's adoption: April 15, 2002

THIRD: The Amendments were adopted by the Board of Directors and approved by the Shareholders. The number of votes cast for the Amendments were sufficient for approval.

Signed this 15th day of April, 2002.

ROL HOLDINGS USA, INC.

Attest:



By: Viviane Haller
Its: Secretary



By: Julian K. Haller
Its: President