

CSU **P02000008 3338**

02 SEP -5 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 732240 4336650

AUTHORIZATION

*Patricia Pigute*

COST LIMIT : \$ 43.75

ORDER DATE : September 5, 2002

ORDER TIME : 10:50 AM

ORDER NO. : 732240-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Sylvie G. Jordan  
Baker & McKenzie  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

*Amend*

RECEIVED  
02 SEP -5 AM 11:40  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: CABI HOLDINGS II, INC.

EFFECTIVE DATE:

200007538532--6

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: Norma Parramore -- EXT# 1147

EXAMINER'S INITIALS:

*NR*  
*9/6/02*

**AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CABI HOLDINGS II, INC.**

Pursuant to the provisions of Sections 607.1003(6) and 607.1006 of the Florida Business Corporation Act (the "Act"), CABI HOLDINGS II, INC. (the "Corporation") adopts the following Amendment to its Articles of Incorporation:

1. On July 31, 2002, the Corporation filed its Articles of Incorporation with the Florida Department of State.
2. The Corporation hereby amends Article III of said Articles of Incorporation to provide as follows:

The corporation shall have two classes of common stock, voting common stock and non-voting common stock. The amount of authorized voting common stock shall be ten thousand (10,000) shares with par value of One Dollar (\$1.00) per share. The amount of authorized non-voting preferred stock also shall be ten thousand (10,000) shares with par value of One Dollar (\$1.00) per share. The whole or any part of the capital stock shall be payable either in lawful money on the United States or in property, labor or services insofar as permitted from time to time by the laws of Florida, the value of such property, labor or services to be determined by the Board of Directors.

3. The foregoing Amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation on August 29, 2002 by written consent and the number of votes cast for the amendment by the sole shareholder was sufficient for approval in accordance with Sections 607.1003(6) and 607.1006 of the Act.

CABI HOLDINGS II, INC.

  
\_\_\_\_\_  
Jacobo Cababie, Director  
Dated: August 29, 2002