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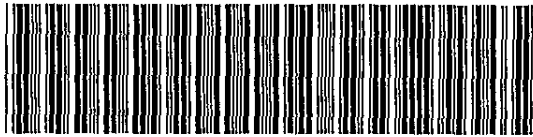
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DIVISION OF CORPORATIONS
03 APR 17 PM 3:05

Amend.

V SHEPARD APR 24 2003

Jonathan D. Leinwand, P.A.

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North Miami, FL 33181
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April 15, 2003

Division of Corporations,
P. O. Box 6327
Tallahassee, FL 32314

**Re: Interfor Security Systems
Document No. P0200086048
Articles of Amendment**

To Whom It May Concern:

Enclosed please find Articles of Amendment for the above referenced corporation along with a check in the amount of \$35. Please return a file stamped copy in the enclosed self-addressed stamped envelope.

Very Truly Yours,

JONATHAN D. LEINWAND, P.A.

By: 
JONATHAN D. LEINWAND, ESQ.

INTERFOR SECURITY SYSTEMS INC.

Articles of Amendment

Document number: P02000086048

FILED
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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

First: Article IV shall be deleted and replaced with:

Article IV

The total number of shares of capital stock which the corporation shall have the authority to issue is Twenty Million (20,000,000) shares, consisting of Ten Million (10,000,000) shares of Preferred Stock having a par value of \$.0001 per share and Ten Million (10,000,000) shares of Common Stock have a par value of \$.0001 per share.

1. Series A Preferred Stock. There shall be a Series of Preferred Stock designated as Series A Preferred Stock which shall have the attributes as described below.

2. Certain Definitions. Unless the context otherwise requires, the terms defined in this Section 2 shall have, for all purposes hereof, the respective meanings hereinafter set forth:

(a) Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of common stock of the Corporation and any other stock of the Corporation, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets of the Corporation without limit as to the per share amount.

(b) Issue Date. The term "Issue Date" shall mean the date that shares of Series A Preferred Stock are first issued by the Corporation.

(c) Junior Stock. The term "Junior Stock" shall mean the Common Stock and any other class or series of stock of the Corporation authorized or created after the Issue Date not entitled to receive any dividends unless all dividends required to have been declared and paid or declared and set aside for payment on the Series A Preferred Stock shall have been so declared; and paid or declared and set aside for payment and, for purposes of Section 4 below, shall mean any class or series of stock of the Corporation authorized or created after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Corporation until the Series A Preferred Stock shall have received the entire amount to which such Series A Preferred Stock is entitled upon any such liquidation, dissolution or winding up.

(d) Parity Stock. The term "Parity Stock" shall mean any class or series of stock of the Corporation authorized or created after the Issue Date entitled to receive payment of dividends on parity with the Series A Preferred Stock and, for purposes of Section 4 below, shall

mean any class or series of stock of the Corporation authorized or created after the issue Date entitled to receive assets upon the liquidation dissolution or winding up of the Corporation on a parity with the Series A Preferred Stock.

(e) **Senior Stock.** The term "Senior Stock" shall mean any class or series of stock of the Corporation authorized or created after the Issue Date ranking senior the Series A Preferred Stock in respect of the right to receive dividends and, for purposes of section 4 below, shall mean any class or series of stock of the Corporation authorized or created after the Issue Date ranking senior to the Series A Preferred Stock in respect of the right to participate in any distribution of the assets of the Corporation upon the liquidation, dissolution or winding up of the affairs of the Corporation.

3. **Dividends.** Subject to the prior preferences and other rights of any Senior Stock, each issued and outstanding share of Series A Preferred Stock shall entitle the holder of record thereof to receive, if, when and as declared by the Board of Directors cash dividends at the rate of Six Cents (\$.08) per annum, and no more which shall accrue and be cumulative from the Issue Date and be payable on April 1, July 1, October 1 and January 1 following the Issue Date and only as long as the Corporation was profitable during quarter immediate prior to the payment of the Dividend.

So long as any shares of Series A Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, or dividends payable in shares of Common Stock with respect to Junior Stock, other than Common Stock, together with cash in lieu of fractional shares), nor shall the Corporation make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Corporation or an of its subsidiaries not shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless all dividends to which the holders of Series A Preferred Stock shall have been entitled for all previous periods shall have been paid or declared and a sum of money sufficient for the payment thereof set aside.

In the event that full dividends are not paid, or declared and a sum of money sufficient for the payment thereof set aside for payment, to the holders of all outstanding shares of Series A Preferred Stock and of any Parity Stock, and funds available shall be insufficient to permit payment in full to all such holders of the preferential amounts to which they are then entitled, then the entire amount available for payment of dividends shall be distributed to the shareholders of the Series A Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

4. **Distributions Upon Liquidation, Dissolution or Winding Up.** In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, subject to the prior preferences and other rights of any Senior Stock, but before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Series A Preferred stock shall be entitled to be paid One Dollar (\$1.00) per share plus any accrued and unpaid dividends thereon to the date of such liquidation or dissolution or such other winding up,

and no more, in cash. If, after the distribution to the holders of any Senior Stock of the full amounts to which they are entitled, such payment shall have been made in full to the holders of the Series A Preferred Stock and to the holders of any Parity Stock, then the remaining assets and funds of the Corporation shall be distributed among the holders of Junior Stock according to their respective shares. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of Series A Preferred Stock and of any Parity Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Corporation remaining after the distributions to holders of any Senior Stock of the full amounts to which they may be entitled shall be distributed among the holders of Series A Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

Neither the consolidation or merger of the Corporation into or with another corporation or corporations, or entity or entities, nor the sale of all or substantially all of the assets of the Corporation shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Section 4.

5. Redemption

(a) The Corporation may, at the option of the Board of Directors, commencing on the date which is one year from and after the Issue Date, call at any time and from time to time for the redemption of any or all of the outstanding shares of Series A Preferred Stock, if, as and when funds are legally available for such purpose and no dividends on the Series A Preferred Stock or any Parity Stock are in arrears, at a redemption price of One Dollar (\$1.00) per share plus any accrued and unpaid dividends thereon to and including the date fixed for redemption and no more.

(b) Notice of any proposed redemption of the Series A Preferred Stock shall be sent by or on behalf of the Corporation, by first class mail to the holders of record of the shares of Series A Preferred Stock at their respective addresses as they shall appear on the records of the Corporation, not less than thirty days prior to the redemption date fixed in such notice. The rights of the holders of shares of Series A Preferred Stock whose shares are redeemed shall expire and terminate on such redemption date.

6. Voting. Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any voting rights.

7. Exclusion of Other Rights. Except as may otherwise be required by applicable law, shares of Series A Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights, other than those specifically set forth in these articles of amendment (and as these articles of amendment may be amended from time to time) and in the Articles of Incorporation. Shares of Series A Preferred Stock shall have no preemptive or subscription rights.

8. Headings. The headings of the various sections and subsection hereof are for convenience of reference only, and shall not affect the meaning or interpretation of any of the provisions hereof.

9. Severability. If any power, preference, right or limitation of the Series A Preferred Stock set forth in these articles of amendment (and as these articles of amendment may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, then all other powers, preferences, rights and limitations set forth in these articles of amendment (and as so amended) which can be given effect without the invalid, unlawful or unenforceable power, preference, right or limitation shall, nevertheless, remain in full force and effect, and no power, preference, right or limitation herein set forth shall be deemed dependent upon any other such power, preference, right or limitation unless so expressed herein.

10. Status of Recquired Shares. Shares of Series A Preferred Stock which have been issued and reacquired by the Corporation in any manner shall (upon compliance with any applicable provisions of law) have the status of authorized but unissued shares of Preferred Stock, issuable in series, undesignated as to series, and may be redesignated and reissued.

Second: Adoption of Amendment. This Amendment to the Articles of Incorporation of the Corporation was duly adopted by the Board of Directors of the Corporation as of April 4, 2003. Pursuant to the provisions of Section 607.0602 of the Florida Statutes and Article IV of the Articles of Incorporation of the Corporation as amended, approval of the shareholders of the Corporation is not required.

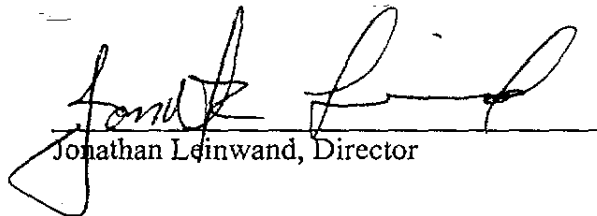
Third: The following Article shall be added to the Articles of Incorporation:

“Article VII

The provisions of Florida Statute Section 607.0902 (Control Share Acquisition) shall not apply to the Corporation.

Fourth. Adoption of Amendment. This Amendment to the Articles of Incorporation of the Corporation was duly adopted by the Board of Directors of the Corporation as of April 4, 2003 without shareholder approval. Approval of the shareholders of the Corporation is not required.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned director of the Corporation on April 4, 2003.


Jonathan Leinwand, Director