



P40774

ACCOUNT NO. : 072100000032

REFERENCE : 726863 4327236

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : June 9, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 726863-075

CUSTOMER NO: 4327236

CUSTOMER: Ms. Deb Connor
Gardner Carton & Douglas
Suite 3300
321 North Clark Street
Chicago, IL 60610-4795

*Name
Change
Amend*

500003298915--9

FOREIGN FILINGS

NAME: WJG MARITEL INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

FILED
00 JUN 21 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 21 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*ADR
6/21/00*

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. WJG MarITEL Corporation

Name of corporation as it appears on the records of the Department of State.

2. Tennessee

Incorporated under laws of

3. 10/5/92

Date authorized to do business in Florida

FILED
00 JUN 21 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/7/00

5. Maritel, Inc.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Mitchell Hauser
Signature

6-12-2000
Date

Mitchell Hauser

Typed or printed name

President

Title

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 06/14/2000
REQUEST NUMBER: 00166139

CHARTER/QUALIFICATION DATE: 03/31/1988
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0201703
JURISDICTION: TENNESSEE

TO:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598

NASHVILLE, TN 37212

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"MARITEL, INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3921-2307	06/07/2000	AMEND-CHARTER	NAM DUR STK PRN OFC AGT INC MAL FYC X

FOR: REQUEST FOR COPIES

ON DATE: 06/14/00

FEES

FROM:
TSIO
PO BOX 330007

NASHVILLE, TN 37212-0000

RECEIVED: \$720.00 \$0.00
TOTAL PAYMENT RECEIVED: \$720.00

RECEIPT NUMBER: 00002699937
ACCOUNT NUMBER: 00333725



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

**ARTICLES OF AMENDMENT TO THE CHARTER
OF
WJG MARITEL CORPORATION**

Pursuant to the provisions of Section 48-20-106 of the Tennessee Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation as it currently appears on record is WJG Maritel Corporation.
2. The Charter is amended by deleting Article 1 of the Charter and replacing it with the following:

"The name of the corporation is Maritel, Inc."

3. The Charter is amended to increase the number of authorized shares of the Corporation's Series D 10% Senior Cumulative Redeemable Convertible Pay-in-Kind Preferred Stock by deleting Section 1 of subparagraph (f) of Paragraph 7 of the Charter and replacing it with the following:

"Section 1. Designation, Number of Shares

There is hereby established a series of Preferred Stock designated "Series D 10% Senior Cumulative Redeemable Convertible Pay-in-Kind Preferred Stock" (herein referred to as the "Series D Preferred Stock" or this "Series") and the number of shares constituting such series initially shall be two hundred fifty thousand (250,000) shares."

4. The Charter is amended to change certain of the voting provisions of the Corporation's Series D 10% Senior Cumulative Redeemable Convertible Pay-in-Kind Preferred Stock by deleting Section 6(b) of subparagraph (f) of paragraph 7 of the Charter and replacing it with the following:

"(b) The affirmative vote of the holders of at least a majority of the outstanding shares of Series D Preferred Stock and Parity Securities, voting together as a group, shall be necessary to authorize a merger or consolidation or a sale of all or substantially all of the assets of the Corporation."

5. The amendments were duly adopted on May 1, 2000 by the directors of the corporation

3321-2303
and on May 15, 2000 the amendments were duly adopted by the shareholders of the corporation.

6. This Amendment is to be effective when filed by the Secretary of State.

WIG-MARITEL CORPORATION

By:



Mitchell Hauser, President