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BASIC AMENDMENT

STX CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 12, 2002

STX CORP.
1551 FORUM PLACE
SUITE 100
WEST PALM BEACH, FL 33401

SUBJECT: STX CORP.
REF: P93000019974

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

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TALLAHASSEE, FLORIDA
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STX CORP. ("Corporation")**

1. Article IV of the Articles of Incorporation of the Corporation is amended by reinstatement in its entirety as follows:

"The Corporation is authorized to issue 1,000,000 shares of capital stock with a par value of \$.01 per share."

2. Article VII of the Articles of Incorporation of the Corporation is amended by reinstatement in its entirety as follows:

"As of the Effective Date of these Articles of Amendment, the Board of Directors ("Board") shall consist of six (6) members (each, a "Director"), as provided in the Amended and Restated Shareholders Agreement of even date herewith ("Shareholders Agreement").

For the purpose of electing Directors, the Shareholders shall be classified into voting groups as follows:

a. The owners of the Share Certificates representing the Shares identified on Exhibit A of the Shareholders Agreement with a single * shall be entitled to elect two (2) Directors.

b. The owners of the Share Certificates representing the Shares identified on Exhibit A of the Shareholders Agreement with a double ** shall be entitled to elect two (2) Directors.

c. The owners of the Share Certificates representing the Shares identified on Exhibit A of the Shareholders Agreement with a triple *** shall be entitled to elect one (1) Director.

d. The owners of the Share Certificates representing the Shares identified on Exhibit A of the Shareholders Agreement with a quadruple **** shall be entitled to elect one (1) Director, subject to the fulfillment of that certain Subscription Agreement described in the Shareholders Agreement. If the individual so described does not exercise the Option provided in that certain Subscription Agreement, the Director which was to be elected by the voting group identified with quadruple **** shall be elected by the first two individuals identified on Exhibit "A" in the Shareholder Group denoted by a double **.

Each Director shall be elected by the voting group entitled to elect the Director as aforesaid and shall hold office for the term for which elected and until their successors have been elected. Each Director elected by a voting group may be removed by that voting group at any

time. Only a voting group electing a Director may participate in the vote to remove that Director. In the event that a Director is unable to serve, such vacancy shall be filled by the voting group initially electing that Director."

3. The foregoing Amendment was adopted by the required vote and consent of the Shareholders and Board of Directors pursuant to the provisions of FS 607.1003, on the 1st day of January, 2002.

4. The effective date of these Articles of Amendment is the date the same is filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Amendment on March 11, 2002.

STX Corp.

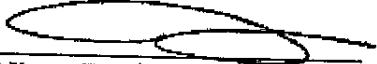
By: 

Peter Brock, President

[Corporate Seal]

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 day of March, 2002, by Peter Brock, as President of STX Corp., a Florida corporation, on behalf of the corporation. He is personally ☒ known to me or ☐ has produced a driver's license as identification and did/did not take an oath.


Notary Public

My Commission Expires:



Robert Lee Shapiro
MY COMMISSION # CC99038
March 18, 2005
BONDED THRU TROY FANNINGURA

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EXHIBIT A**OWNERSHIP OF SHARES IN STX CORPORATION****NUMBER OF SHARES**

Peter Brock*	152,500
Andrew Brock*	40,000
Barry Berg*	10,000
Robert Spitaletta**	78,750
Edward Spitaletta**	78,750
Richard Spitaletta**	37,500
Debra Sachs**	2,500
John Spitaletta**	2,500
Charles Spitaletta**	2,500
Sidney David***	6,110
Joe Littenberg***	6,110
Arnold Krumholz***	6,110
William Mentlik***	6,110
John Nelson***	4,680
Roy Weptner***	4,680
Stephen Goldman***	1,755
Charles Kennedy***	2,215
Paul Kochanski***	2,215
Marc Millet***	2,215
Bruce Sales***	1,920
Arnold Dompieri***	440
Keith Gilman***	440
Ralph Cestone****	50,000 ¹
GRAND TOTAL	500,000

¹ Subject to a pending Subscription Agreement, which provides for up to 25,000 Shares to be issued as of the date of the first payment and grants an option for Ralph Cestone to acquire an additional 25,000 Shares.

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