



THE UNITED STATES  
CORPORATION  
COMPANY

P93000070292

ACCOUNT NO. : 072100000032

REFERENCE : 501276 4336650

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 19, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 501276-005

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq  
Baker & McKenzie  
Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

200002271422--2  
-08/19/97--01067--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

*Amend*

DOMESTIC AMENDMENT FILING

NAME: GATEWAY BUSINESS HOLDINGS INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

STATE  
TALLAHASSEE, FLORIDA

97 AUG 19 PM 4:10

FILED

97 AUG 19 AM 11:27  
DIVISION OF CORPORATION

RECEIVED

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GATEWAY BUSINESS HOLDINGS INC.**

97 AUG 19 PM 4:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Gateway Business Holdings Inc. (the "Corporation").

2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"Article III - Capital Stock**

(a) This Corporation is authorized to issue two classes of shares of common stock to be designated "Voting Common Stock" and "Non-Voting Preferred Stock". The total number of shares of common stock that this Corporation is authorized to issue is TWENTY THOUSAND (20,000). TEN THOUSAND (10,000) of such shares shall be shares of Voting Common Stock, par value \$.01 per share. TEN THOUSAND (10,000) of such shares shall be shares of Non-Voting Preferred Stock, par value \$.01 per share, with such other terms as the Directors may specify from time to time.

(b) Except as set forth in this Article III(b), the Voting Common Stock and the Non-Voting Preferred Stock shall be identical in all respects and shall have equal rights and privileges.

1. **Dividends.**

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Voting Common Stock or Non-Voting Preferred Stock, the Corporation shall also pay to holders of shares of the other class of Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Non-Voting Preferred Stock or in shares of Voting Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

(i) shares of Non-Voting Stock may be paid to holders of shares of Non-Voting Stock; and

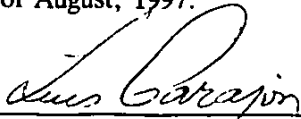
(ii) shares of Voting Stock may be paid to holders of shares of Voting Stock.

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Non-Voting Stock and Voting Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes.

2. Voting. The holders of shares of Voting Common Stock shall have exclusive voting power. The holders of shares of Non-Voting Preferred Stock shall have no right to vote for the election of directors or on any other matter subject to a vote of the shareholders of the Corporation.

4. The foregoing amendments to the Articles of Incorporation were adopted by the Board of Directors and sole shareholder of the Corporation in accordance with Section 607.1006 of the Act. The number of votes cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 15 day of August, 1997.

  
Luis Parajon, President

  
Bertha Downing, Secretary