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City State Zip Phone

CORPORATION(S) NAME

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Digital Technologies Holdings, Inc.

99 MAR -9 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- ☐ Profit ☒ Amendment ☐ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
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☐ Foreign ☐ Annual Report ☐ Other
☐ Limited Partnership ☐ Reinstatement ☐ Reservation ☐ Change of R.A.
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DIVISION OF CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DIGITAL TECHNOLOGIES HOLDINGS, INC.**

FILED
99 MAR -9 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

DIGITAL TECHNOLOGIES HOLDINGS, INC.

2. The Articles of Incorporation are hereby amended by deleting ARTICLE III in its entirety and substituting therefor the following:

"ARTICLE III

Authorized Capital

The corporation is authorized to issue (a) One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share; and (b) Fifteen Thousand (15,000) shares of preferred stock with a par value of \$200.00 per share. Said preferred stock shall be non-cumulative, non-voting, non-participating, and nonconvertible.

The other preferences, limitations, designation, restrictions, and relative rights of the shares of said preferred stock shall be as follows:

- A. Face Value. Each share of the preferred stock will have a face value of \$200.00.
- B. Dividend Rights. The holders of record of shares of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, dividends in cash, at a rate per share of \$20.00 per annum and no more (the "Dividend Rate"), on such date as shall be determined by the Board of Directors, in preference to and in priority over dividends upon the common stock of the corporation.
- C. Voting Rights. Except as otherwise required by law, the preferred stock shall not entitle the holders thereof to vote upon any matter relating to the business or affairs of the corporation or for any other purpose.
- D. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall be entitled to receive \$200.00 per share, plus an amount equal to any dividends accrued and unpaid through the date of such event, but no more, before any distribution or payment may be made to the holders of any common stock. In the event that the assets of the corporation available for distribution to the holders of shares of the preferred stock are insufficient to pay in full all amounts to which such holders are entitled pursuant to this paragraph D, then the entire assets of the corporation available

for distribution to the holders of the preferred stock shall be distributed among such holders in equal amounts per share, and no such distribution shall be made on account of any shares of the common stock.

E. Redemption Rights. The preferred stock may be redeemed, in whole or in part, upon thirty (30) days prior written notice to the holders, at the option of the corporation by resolution of its Board of Directors, at any time, and from time to time, at the redemption price per share of \$200 plus an amount equal to any dividends accrued and unpaid through the date fixed for redemption. The holders of the preferred stock shall have no right to require the corporation to redeem such stock."

The foregoing Amendment was approved by unanimous written consent of the shareholders and all directors of the corporation on February 26, 1999, effective as of December 31, 1997 for internal purposes.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment by its officer thereunto duly authorized this 4th day of MARCH, 1999.

DIGITAL TECHNOLOGIES HOLDINGS, INC.

By: 

Harold Plotnek, President

**STATEMENT OF ACTION IN LIEU OF
A SPECIAL MEETING OF THE SHAREHOLDERS AND
BOARD OF DIRECTORS OF
DIGITAL TECHNOLOGIES HOLDINGS, INC.**

Pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes, the shareholders and the Board of Directors of DIGITAL TECHNOLOGIES HOLDINGS, INC., a Florida corporation (the "Corporation"), do hereby consent to and approve the following actions:

1 Harold Plotnek and Jay Kaufman are hereby elected as the directors of the Corporation, in place and instead of any and all prior directors, each to serve until the next annual meeting of the Corporation's shareholders and until their respective successors shall be elected and qualified. Harold Plotnek is hereby elected President, and Jay Kaufman is hereby elected Vice-President, Secretary and Treasurer, each to serve in such offices until the next annual meeting of the Board of Directors of the Corporation or until their successors shall be elected and qualified.

2. The attached Plan of Recapitalization is hereby adopted and approved, and the officers of the Corporation are hereby authorized and directed to execute and deliver any documents and to take all action necessary or convenient to effectuate such plan.

3. The Articles of Incorporation are hereby amended by deleting ARTICLE III in its entirety and substituting therefor the following:

"ARTICLE III

Authorized Capital

The corporation is authorized to issue (a) One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share; and (b) Fifteen Thousand (15,000) shares of preferred stock with a par value of \$200.00 per share. Said preferred stock shall be non-cumulative, non-voting, non-participating, and nonconvertible.

The other preferences, limitations, designation, restrictions, and relative rights of the shares of said preferred stock shall be as follows:

A. Face Value. Each share of the preferred stock will have a face value of \$200.00.

B. Dividend Rights. The holders of record of shares of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, dividends in cash, at a rate per share of \$20.00 per annum and no more (the "Dividend Rate"), on such date as shall be determined by the Board of Directors, in preference to and in priority over dividends upon the common stock of the corporation.

C. Voting Rights. Except as otherwise required by law, the preferred stock shall not entitle the holders thereof to vote upon any matter relating to the business or affairs of the corporation or for any other purpose.

D. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of preferred stock shall be

entitled to receive \$200.00 per share, plus an amount equal to any dividends accrued and unpaid through the date of such event, but no more, before any distribution or payment may be made to the holders of any common stock. In the event that the assets of the corporation available for distribution to the holders of shares of the preferred stock are insufficient to pay in full all amounts to which such holders are entitled pursuant to this paragraph D, then the entire assets of the corporation available for distribution to the holders of the preferred stock shall be distributed among such holders in equal amounts per share, and no such distribution shall be made on account of any shares of the common stock.

E. Redemption Rights. The preferred stock may be redeemed, in whole or in part, upon thirty (30) days prior written notice to the holders, at the option of the corporation by resolution of its Board of Directors, at any time, and from time to time, at the redemption price per share of \$200 plus an amount equal to any dividends accrued and unpaid through the date fixed for redemption. The holders of the preferred stock shall have no right to require the corporation to redeem such stock."

4. The President of the Corporation is hereby authorized and directed to execute the attached Articles of Amendment and to have the same filed with the Florida Department of State.

5. The President and Secretary of the Corporation are hereby authorized and directed to issue a certificate for 5,000 shares of the newly authorized preferred stock to ECS Int'l Nominees, Ltd., representing a capital contribution of \$1,000,000 made in December, 1997, and to issue 634 shares of such new preferred stock to Digital Group, Inc. and to retire and cancel all prior preferred stock held by Digital Group, Inc., to reflect the matters set forth in the Plan of Recapitalization.

6. The actions described herein are approved and adopted this 26th day of February, 1999, effective as of December 31, 1997.


Sole Shareholder:

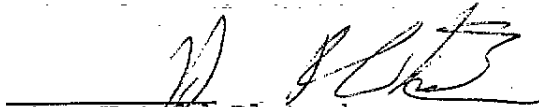
Digital Group, Inc.

By: 

Harold Plotnek, President

DIRECTORS:


Jay Kaufman


Harold Plotnek