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LAW OFFICES OF

### Nelson & Nelson, p.a.

Barry A. Nelson

Fellow, American College of Trust and Estate Counsel Master of Laws in Taxation Board Certified Taxation & Wills, Trusts & Estates

Iudith S. Nelson

Former Judge of Compensation Claims

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March 31, 2009

FEDERAL EXPRESS (2nd Day)

#### PERSONAL & CONFIDENTIAL

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32314

RE: Hermanowski – Corporate Matters

Our File No.: 1559 (C.1)

To Whom It May Concern:

We have enclosed the following documents for filing:

- 1. Amended Articles of Incorporation of Americable International, Inc.; and
- 2. Amended Articles of Incorporation of Americable International Japan, Inc.

We have also enclosed our firm's check made payable to the Florida Department of State in the amount of \$70.00 (\$35.00 for each Amendment) to cover the required filing fee.

Should you have any questions, please feel free to give us a call.

Cordially,

JENNIFER E. OKCULAR

For the Firm

JEO/lc

Enclosures (3)

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## AMENDED ARTICLES OF INCORPORATION OF AMERICABLE INTERNATIONAL JAPAN, INC.

NELSON & NELSON, P.A.

2775 Sunny Isles Boulevard, Suite 118
North Miami Beach, Florida 33160
Tel: 305.932.2000 ♦ Fax: 305.932.6585
info@estatetaxlawyers.com ♦ www.estatetaxlawyers.com

## AMENDMENT TO THE ARTICLES OF INCORPORATION OF AMERICABLE INTERNATIONAL JAPAN, INC.

In accordance with the provisions of Florida Statutes Sections 607.1003 and 607.1006, AMERICABLE INTERNATIONAL JAPAN, INC., a Florida corporation, hereby amends its Articles of Incorporation filed April 11, 1994 and effective April 6, 1994, of the Corporation as follows:

- 1. The name of the corporation is AMERICABLE INTERNATIONAL JAPAN, INC.
- 2. The text of the amendment is as follows:

A. <u>Article Fourth</u>: Article Fourth of the existing Articles of Incorporation of the Corporation, which relates to the capital stock, is hereby deleted in its entirety and the following new Article Fourth shall be inserted in lieu thereof:

ARTICLE FOURTH: The capital stock authorized, the par value the rest and he class of such stock shall be as follows:

No. of Shares Authorized	Par Value Per Share	TYPE OF STOCK
1000	\$1.00	Class A Common Stock
9000	\$1.00	Class B Common Stock

Holders of Class A Common Stock shall have the same rights and preferences as the holders of the Class B Common Stock, except that the holders of the Class B Common Stock shall have no voting rights whatsoever.

3.	The Amendment was unanimously adopted by the directors and shareholders of the
	Corporation on $MARCh$ 25, 2009.

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hand and seal this 24 day of MARCH, 2009.

AMERICABLE INTERNATIONAL, INC.

JAMES H. SMITH, President

### CERTIFICATE OF APPROVAL OF AMERICABLE INTERNATIONAL JAPAN, INC.

This Amendment to the Articles of Incorporation contains an Amendment to Article Fourth and Article Fifth of the Articles of Incorporation, which were filed on April 11, 1994 and effective on April 6, 1994. The Amendment seeks to replace the prior Article Fourth with new provisions providing for two classes of Common Stock.

The board of directors recommended this Amendment to the shareholders, pursuant to Florida Statutes Section 607.1003. The shareholders unanimously approved the recommendation via a Written Consent executed on the <u>2.5</u> day of <u>March</u>, 2009.

The undersigned has executed this Certificate of Approval as of the <u>24</u> day of <u>March</u>, 2009.

AMERICABLE INTERNATIONAL JAPAN, INC.

JAMES H. SMITH, Presiden

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