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DIVISION OF CORPORATIONS

BASIC AMENDMENT

ARCHIBALD BROTHERS INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 18 PM 12:51

FILED

Amend
38
4/18/03

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ARCHIBALD BROTHERS INTERNATIONAL, INC.**

FILED
03 APR 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Archibald Brothers International, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

1. The first paragraph of Section (B) of Article IV of the Amended and Restated Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

(B) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 6,583,669, with par value of \$0.0001 per share. The Preferred Stock shall be divided into series. Of the authorized shares of Preferred Stock, 5,242,831 shares are hereby designated "Series A Convertible Preferred Stock," (hereinafter "Series A Preferred Stock") and 1,340,838 shares are hereby designated "Series A-1 Non-Voting Preferred Stock," (hereinafter "Series A-1 Preferred Stock") with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV.

2. The foregoing Amendment was adopted on April 18, 2003, by the corporation's Board of Directors and was approved by the shareholders of the corporation by written consent pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

3. The holders of the corporation's Series A Convertible Preferred Stock were entitled to vote separately, as a voting group, on the Amendment and the number of votes cast for the Amendment by the holders of the Series A Convertible Preferred Stock as a voting group was sufficient for approval by that voting group.

4. The holders of the corporation's Series A-1 Non-Voting Preferred Stock were entitled to vote separately, as a voting group, on the Amendment and the number of votes cast for the Amendment by the holders of the Series A-1 Non-Voting Preferred Stock as a voting group was sufficient for approval by that voting group.

5. Except as modified hereby, the Amended and Restated Articles of Incorporation of the corporation shall remain in full force and effect.

Dated this 18 day of April, 2003.

ARCHIBALD BROTHERS INTERNATIONAL, INC.

By: _____

Eric R. Miller, President