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J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS, III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. SELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III
R. LEE BENNETT
TRACY A. MARSHALL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE

OLAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250

225 SOUTH ADAMS STREET
POST OFFICE BOX 11189

TALLAHASSEE, FL 32302-3189

TELEPHONE (850) 222-7717
FAX (850) 222-3494

MICHAEL E. WRIGHT
WILLIAM A. GRIMM
KENT L. HIPPE
DONALD H. GIBSON
ALISON M. YURKO
THEODORE L. SHINKLE
JOHN M. BRENNAN
SCOTT W. SPRADLEY

KIMBERLY NOWORYTA SUNNER
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
J. SCOTT SIMS
CATHERINE M. PECK
LORI T. MILVAIN
MATTHEW S. SMITH
CHRISTINE A. NOWORYTA
W. CHRISTOPHER BROWDER
MARTHA H. MCINTOSH
LISA A. SPECHT
GREGORY W. MEIER
GREGORY W. GLASS

OF COUNSEL
MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
LILA INGATE MCHENRY
MICHAEL J. CANAN

April 16, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

Amend

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Amendment** for the following entity:

Hemisphere Investments, Inc.
Document Number: P94000035046

Please call Ann Cotroneo at 222-7717, when the document is ready.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc
Enclosure
GHRCP/GHR.70
Stiglitz (35572-1)

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DR
4/16/99

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEMISPHERE INVESTMENTS, INC.**

FILED
99 APR 16 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Ben Holzemer, Chief Executive Officer of Hemisphere Investments, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the corporation is HEMISPHERE INVESTMENTS, INC.

ARTICLE SECOND: ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

ARTICLE IV

The total authorized capital stock of the Corporation shall be Sixty-Three Million (63,000,000) shares consisting of Sixty Million (60,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock"), and Three Million (3,000,000) shares of Preferred Stock, par value \$.001 per share.

The following is a statement fixing certain of the designations and the powers, voting rights, preferences and relative, participating, optional and other rights of the Preferred Stock and the Common Stock of the Corporation, and the qualifications, limitations or restrictions thereof, and of the authority with respect thereto expressly granted to the Board of Directors of the Corporation to fix any such provisions not fixed by these Articles of Amendment to the Articles of Incorporation:

A. Preferred Stock.

The Board of Directors is hereby expressly vested with the authority to adopt a resolution or resolutions providing for the issue of authorized but unissued shares of Preferred Stock, which shares may be issued from time to time, in one or more series and in such amounts as may be determined by the Board of Directors in such resolution or resolutions. The powers, voting rights, designations, preferences and relative, participating, optional or other special rights, if any, of each series of Preferred Stock and the qualifications, limitations or

restrictions, if any, of such preferences and/or rights (collectively, the "Series Terms"), shall be such as are stated and expressed in the resolution or resolutions providing for the issue of such series of Preferred Stock (the "Series Terms Resolution") adopted by the Board of Directors. The powers of the Board of Directors with respect to the Series Terms of a particular series (any of which powers may by resolution of the Board of Directors be specifically delegated to one or more of its committees, except as prohibited by law) shall include, but not be limited to, determination of the following:

(1) The number of shares constituting that series and the distinctive designation of that series;

(2) The dividend rate on the shares of that series, whether such dividends, if any, shall be cumulative, and, if so, the date or dates from which dividends payable on such shares shall accumulate, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(3) Whether that series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether that series shall have conversion privileges with respect to shares of any other class or classes of stock or of any other series of any class of stock, and, if so, the terms and conditions of such conversion upon the occurrence of such events as the Board of Directors shall determine;

(5) Whether the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including their relative rights of priority, if any, of redemption, the date or dates upon or after which they shall be redeemable, provisions regarding redemption notices, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(8) The conditions or restrictions upon the creation of indebtedness of the Corporation or upon the issuance of additional Preferred Stock or other capital stock ranking on a parity

therewith, or prior thereto, with respect to dividends or distribution of assets upon liquidation;

(9) The conditions or restrictions with respect to the issuance of, payment of dividends upon, or the making of other distributions to; or the acquisition or redemption of, shares ranking junior to the Preferred Stock or to any series thereof with respect to dividends or distribution of assets upon liquidation; and

(10) Any other designation, preference, power and right and any qualification, limitation or restriction thereon as may be fixed by resolution or resolutions of the Board of Directors under the General Corporation Law.

Any of the Series Terms, including voting rights, of any series may be made dependent upon facts ascertainable outside these Articles of Amendment to the Articles of Incorporation and the Series Terms Resolution, provided that the manner in which such facts shall operate upon such Series Terms is clearly and expressly set forth in these Articles of Amendment to the Articles of Incorporation or in the Series Terms Resolution.

B. Common Stock.

(1) Subject to the rights of the holders of shares of any series of Preferred Stock set forth in any Series Terms Resolution, the Board of Directors may, in its discretion, out of funds legally available for the payment of dividends and at such times and in such manner as determined by the Board of Directors, declare and pay dividends on the Common Stock of the Corporation.

(2) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment or provision for the payment of the debts and other liabilities of the Corporation and the payment or setting aside for payment of any preferential amount due to the holders of shares of any series of Preferred Stock, the holders of Common Stock, subject to the rights of the holders of any share of any class of stock or series ranking on a parity with the Common Stock as to the payment or distribution in such event, shall be entitled to receive ratably any and all assets of the Corporation remaining to be paid or distributed.

C. Voting.

Subject to the rights of the holders of shares of any series of Preferred Stock set forth in any Series Terms Resolution or provided by law, the holders of the Common Stock of the Corporation shall be entitled at all meetings of stockholders to one vote for each share of such stock held by them.

D. Retirement of Shares.

Unless otherwise provided in a Series Terms Resolution with respect to a particular series of Preferred Stock, all shares of Preferred Stock and all shares of Common

Stock redeemed or acquired by the Corporation (as a result of conversion or otherwise) shall be retired and restored to the status of authorized but unissued shares.

E. No Preemptive Rights.

Unless otherwise provided with respect to a particular series of Preferred Stock in a Series Terms Resolution, no holder of shares of capital stock of the Corporation shall have any preemptive or other similar right, except as such rights are expressly provided by contract, to purchase or subscribe for or receive any shares of any class, or series thereof, of capital stock of the Corporation, whether now or hereafter authorized, or any warrant, option, bond, debenture or other security convertible into, exchangeable for or carrying any right to purchase any shares of any class, or series thereof, of capital stock of the Corporation.

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall be effective upon filing with the Florida Department of State.

ARTICLE FOURTH: At a teleconference meeting of the Board of Directors of the Corporation on 9th February 1999 resolutions were duly adopted approving the foregoing proposed amendment to the Articles of Incorporation, declaring said amendment to be advisable and calling for the submission of said amendment to the shareholders of the Corporation for their consideration and approval.

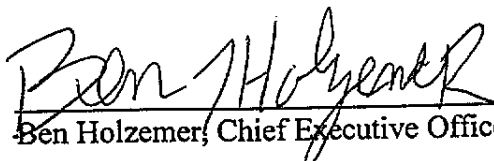
By written consent to action in lieu of a special meeting of the shareholders of the Corporation effective April 9, 1999, the necessary number of shares as required by statute were voted in favor of the amendment.

In accordance with Section 607.0704(3), notice of the action taken by written consent to action in lieu of a special meeting of the shareholders was given to those shareholders who did not consent in writing or were not entitled to vote on the action.

Thus, these Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.0704 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be signed by its Chief Executive Officer, this 14th day of April, 1999.

HEMISPHERE INVESTMENTS, INC.,
a Florida corporation

By: 
Ben Holzemer, Chief Executive Officer