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BASIC AMENDMENT

DEROOSE PLANTS, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
DEROOSE PLANTS, INC.**

(a Florida corporation)

PURSUANT to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is Deroose Plants, Inc.

SECOND: Article III of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

The total number of shares of all classes that the Corporation has authority to issue is Two Thousand (2,000) shares of Common Stock, par value \$.001 per share.

Immediately upon filing of this Amendment: (i) the 60 shares of common stock of the Corporation outstanding immediately prior to the effective time of this amendment (the "Effective Time") are hereby and without further act of the Corporation reclassified as 650 shares of Common Stock, par value \$.001 per share; (ii) the record holder of shares of common stock outstanding immediately prior to the Effective Time shall be deemed to be the holder of that number of shares of Common Stock, par value \$.001 per share, to which such holder is entitled pursuant to this provision; (iii) upon surrender of a certificate representing the 60 shares of common stock outstanding immediately prior to the Effective Time, the record holder thereof shall be entitled to receive a certificate evidencing 650 shares of Common Stock, par value \$.001 per share; and (iv) the shares of Common Stock par value \$.001 per share are deemed to be fully paid and non-assessable.

THIRD: The Corporation's Articles of Incorporation are amended to add the following Article IX:

ARTICLE IX

- (a) Right to Purchase Pro Rate Share. Each holder of Common Stock issued after the date of adoption of this Article IX shall have the right on the terms set forth herein, to purchase such holder's Pro Rata Share of Additional Securities (as hereinafter defined) which the Corporation may, after the date hereof, from

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time to time, propose to sell and issue for a cash or other consideration. As used herein, "Pro Rata Share" means the ratio of (i) the number of shares of Common Stock that such holder owns of record on the date in question in (ii) the total number of shares of Common Stock then outstanding. As used herein, "Additional Securities" shall mean any authorized but unissued shares of capital stock of the Corporation and all rights, options or warrants to purchase capital stock, and securities of any type whatsoever that are, or may become, convertible into capital stock.

- (b) Procedure. In the event the Corporation proposes to undertake an issuance of Additional Securities, it shall give the holders of Common Stock written notice of its intention, describing the type of Additional Securities, the consideration and the general terms upon which the Corporation proposes to issue the same. Each such holder shall have ten (10) days from the date of receipt of any such notice to agree to purchase its Pro Rata Share of such Additional Securities for the cash or cash equivalent consideration and upon the general terms specified in the notice by giving written notice to the Corporation and stating therein the quantity of Additional Securities to be purchased.
- (c) Nonexercise of Right. In the event a holder of Common Stock fails to exercise the above rights within the ten (10) day period, the Corporation shall have 120 days thereafter to sell the Additional Securities for which the preemptive rights were not exercised, at a cash equivalent price and upon general terms no more favorable to the purchasers thereof than specified in the notice given pursuant to paragraph (b) of this Article. In the event the Corporation shall not thereafter issue or sell any Additional Securities, within the 120-day period, the Corporation shall not thereafter issue or sell any Additional Securities, without first offering a portion of such securities to the holders of Common Stock as provided in this Article.

FOURTH: The Corporation's Articles of Incorporation are amended to add the following Article X:

ARTICLE X

The shareholders of the Corporation may adopt one or more agreements governing the rights among them, including restrictions on the transfer of shares and super majority voting requirements for specified events.

FIFTH: The Corporation's Articles of Incorporation are amended to add the following Article XI:

Article XI

For so long as Belgische Maatschappij voor Internationale Investeren N.V. ("BMI") owns of record any shares of Common Stock of the Corporation, (i) the consent and approval of BMI will be required for any amendments to the Corporation's Articles of Incorporation, (ii) that BMI will have the right to request for the appointment of our additional director.

Sixth: The foregoing amendment was approved by a joint written consent, dated July 5th, 2001, of all of the directors and all of the shareholders of the Corporation.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation as of the 5th day of July, 2001.

Deroose Plants, Inc.

By: Reginald Deroose
Reginald Deroose, President