

P 94000056520

LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

ATTORNEYS AT LAW

46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

CHARLES H. LIVINGSTON

JOHN PATTERSON

JOHN M. STRICKLAND

NEVIN A. WEINER

REX A. ROTEN

SUE A. JACOBSON

VICKIE L. SHESLER

1953-1999

TELEPHONE  
(941) 365-0550

TELECOPIER  
(941) 366-0826

E-MAIL  
LPSW@LPSW.COM

August 29, 2000

Secretary of State  
Division of Corporations - Amendments  
P.O. Box 6327  
Tallahassee, Florida 32314

400003381614--7  
-09/05/00--01085--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment - Specs USA, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Amendment for the referenced Florida corporation. Our check in the amount of \$35.00 is also enclosed to cover all costs. Once the Articles have been filed, please send us a letter of confirmation in the enclosed self-addressed, stamped envelope.

Thank your for your assistance.

Sincerely yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

April A. Haley  
Legal Assistant

Amend  
9-15-00  
DHS

FILED  
TALLAHASSEE, FLORIDA

00 SEP -5 AM 9:02

**FILED**

00 SEP -5 AM 9:02

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
SPECS USA, INC.**

Pursuant to the provisions of Section 607.1001, of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Specs USA, Inc.
2. The following amendment to the Articles of Incorporation was adopted by all of the directors and a majority of the shareholders of the corporation on April 23, 1997, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

Article III is amended to read as follows:

**Article III - Capital Stock**

Section 1. The corporation is authorized to issue two classes of common stock, to be known as Class A voting common with no par value and Class B non-voting common with no par value. One million two hundred thousand shares (1,200,000) of the Class A stock and one hundred thousand (100,000) shares of the Class B stock shall be authorized. The Class A and Class B shares shall have equal dividend rights and liquidation preferences, but, except as otherwise provided by law, only the Class A shares shall be entitled to vote on action required or permitted by law to be approved by shareholders.

Section 2. The corporation is authorized to issue eight hundred thousand (800,000) shares of preferred stock without par value, which stock shall have the following rights, preferences and limitations:

2.1 The holders of the preferred stock shall be entitled to receive 90% of all dividends of the corporation until the sum of \$1,400,000.00 has been paid to the holders of the preferred stock.

2.2 The holders of the preferred stock shall have the same voting rights as the holders of the Class A voting common stock.

2.3 In the event of the liquidation, dissolution or winding up of the corporation, the holders of the preferred stock shall be entitled to receive, after the debts of the corporation have been paid, the sum of \$1,400,000.00, less the sum of any dividends previously paid to the holders of the preferred stock, before any payment is made to the holders of the common stock. If the assets remaining after payment of the corporate debts are insufficient to pay the full amount due to the holders of the preferred shares, such assets that remain shall be divided among the holders of the preferred stock on a pro rata basis in proportion to the total number of shares of outstanding preferred stock.

2.4 If and when the sum of \$1,400,000.00 is paid to the holders of the preferred stock, the preferred stock shall convert to Class A voting common stock on a share for share basis.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to the Articles of Incorporation at Sarasota, Florida this 21<sup>st</sup> August, 2000.

SPECS USA, INC., a Florida corporation

By: 

THOMAS DAUE  
Its President