

P94000062430

HUMBOLDT COMPUTER

FILED  
98 OCT 15 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 29, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002653178--2  
-10/01/98--01039--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

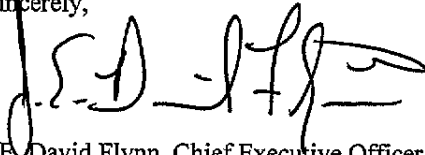
RE: Ref # P94000062430

To Whom It May Concern:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the "Humboldt Glasgow Company." One of the amendments is the change of our corporate name to "Humboldt Technologies, Inc." Also enclosed is a check in the amount of \$35.00. Also enclosed is an extra copy of the amendment. Could you please file stamp and return them to me in the postage paid envelope.

Thank you.

Sincerely,



J.E. David Flynn, Chief Executive Officer

...  
THE HUMBOLDT-GLASGOW COMPANY  
1680 MICHIGAN AVENUE, 8<sup>TH</sup> FLOOR  
MIAMI BEACH, FLORIDA 33139

Enclosures

~~1098-22770~~

Amend. & N/c

VS

10-19-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 7, 1998

J.E. DAVID FLYNN  
THE HUMBOLDT-GLASGOW CO.  
1680 MICHIGAN AVE., 8TH FLOOR  
MIAMI BEACH, FL 33139

SUBJECT: HUMBOLDT GLASGOW COMPANY  
Ref. Number: P94000062430

We have received your document for HUMBOLDT GLASGOW COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 198A00049860

RECEIVED

15 PM 8:28

OF CORPORATIONS



October 9, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Ref # P94000062430

To Whom It May Concern:

Enclosed please find a corrected copy of the Articles of Amendment to the Articles of Incorporation for the "Humboldt Glasgow Company." One of the amendments is the change of our corporate name to "Humboldt Technologies, Inc." Our check in the amount \$35.00 has already been paid for this amendment. Also enclosed is an extra copy of the amendment. Could you please file stamp and return them to me in the postage paid envelope. As per your request we have enclosed a copy of letter we received from you (Letter Number: 198A00049860) and made the changes that the letter called for.

If there are any questions or concerns, please feel free to contact me directly at 305-532-4747, ext.112.

Sincerely,

Matthew J. Militzok, Esq.  
Humboldt Technologies, Inc.

/jfmjm

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF THE  
HUMBOLDT GLASGOW COMPANY**

FILED  
98 OCT 15 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**Article 1 – Corporate Name**

**(Amended)**

The name of the Corporation is Humboldt Technologies, Inc.

**Article 2 – Purpose of Corporation**

**(Amended)**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**Article 3 – Principal Office**

**(Amended)**

The address of the principal office of this Corporation is 1680 Michigan Avenue, Miami Beach, FL 33139. The mailing address of the principal office of this Corporation is P.O Box 8897, Miami Beach, FL 33239.

**Article 5 – Corporate Officers**

**(Added)**

The name(s) and street address(es) of the corporate officers of this Corporation are:

Chief Executive Officer – J.E. David Flynn, 1680 Michigan Avenue, Miami Beach, FL 33139.

**Article 6 – Corporate Capitalization**

**(Amended)**

6.1 The corporation is authorized to maintain two separate classes of stock, "Class A" and "Class B". The maximum number of shares of stock that this corporation is authorized to have outstanding under "Class A" at any one time is (One Million) 1,000,000 shares of common stock having a par value of \$0.001 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding under "Class B" at any one time is (One Million) 1,000,000 shares of common stock having a par value of \$0.001 per share.

**Article 7 – Sub-Chapter S Corporation**

**(Deleted)**

**Article 7 – Limitation of Liability**

**(Added)**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The

foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**Article 11 – Registered Office and Registered Agent (Amended)**

The address of registered office of this Corporation is John F. Fevrier who is located at 650 Sawgrass Blvd., Venice, FL 34292

**Article 15 – Self Dealing (Added)**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director.  
The Board of Directors shall consist of:

1. J.E. David Flynn - 1680 Michigan Avenue, Miami Beach, FL 33139.
2. Barbara Grogan – 5301 Joliet Street, Denver, CO 80239.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

The 7,500 authorized shares of common stock, each having the par value of \$1.00 per share are reclassified and will hence forth carry the name "Class A" shares. The corporation is now authorized to issue (One Million) 1,000,000 "Class A" common shares at a par value of \$0.001 per share.

**THIRD:** The date of each amendment's adoption: September 28, 1998.

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9TH day of OCTOBER, 1998.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSEPH E. FLYNN

typed or printed name

CHAIRMAN

Title