

**GLOBAL MARKETING & MANAGEMENT, INC.**

**10317 Carrollcove Place**

**Tampa, Florida 33612**

October 10, 1997

P95000068213

**FLORIDA DEPARTMENT OF STATE  
CORPORATE RECORDS  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314**

Dear Sir/Madam:

Enclosed please find the original and a copy of the Amendment of Articles of Incorporation  
**GLOBAL MARKETING & MANAGEMENT, INC.**

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which  
includes filing fees.

Sincerely,

**GLOBAL MARKETING & MANAGEMENT, INC.**

  
Angel E. Cinton  
President & C.E.O.

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amend  
10-20-97  
CC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 16 AM 7:45

**ARTICLES  
OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 16 AM 7:45

**GLOBAL MARKETING & MANAGEMENT, INC.**

A special meeting of the Shareholders of GLOBAL MARKETING & MANAGEMENT, INC. was held at the hour of 2:00 PM, on the day of October 10, 1997, at the office of the Corporation located at Tampa, Florida.

The president and the Secretary of the corporation acted, respectively, as chairperson and secretary of the meeting.

The chairperson called the meeting to order and the secretary called the roll of shareholders entitled to vote.

Those present were the following constituting all of the shareholders of the corporation entitled to vote:

Angel E. Cintron      Eric E. Matos      Jorge Ramirez

There being present at the meeting of shareholders of record holding all of the shares of common stock of the corporation issued and outstanding which have voting power, the chairperson declared that a quorum was present and that the meeting was duly opened for business.

**NOW THEREFORE, pursuant to the provisions of Section 607.1006, the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:**

**FIRST: To Change: ARTICLE V - STOCK CERTIFICATES**

**The corporate is authorized to issue 7,500 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".**

- 1. The sum of the value of all of the Capital Stock of the corporation that have been Issued shall be the stated capital of the corporation at any particular time.**
- 2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.**
- 3. If any of the Shareholders decides to sell it's own shares; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of shares; if any existing shareholder does not exercise its preferential purchase rights shall accrue to the other shareholders in proportion to existing holdings of shares. The purchase price of shares acquired under these preferential purchase rights shall be at Market value.**

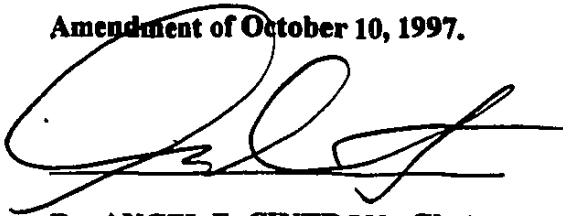
**SECOND: To Add: ARTICLE XIV - SHAREHOLDER POWER**

- 1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholders action.**
- 2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued. Unexercised rights shall accrue to other existing shareholders pursuant to the procedure set in Article IV, Section 3 of this documents.**

**THIRD: To Add: ARTICLES XV - CUMULATIVE VOTING RIGHTS**

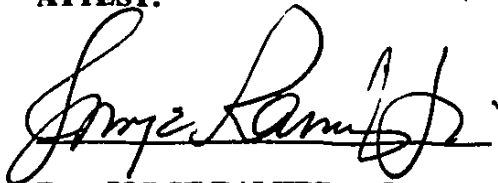
**The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notices must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.**

IN WITNESS WHEREOF, we the undersigned have executed these Articles of  
Amendment of October 10, 1997.



By: ANGEL E. CINTRON - Chairman  
of the Board of Directors

ATTEST:



By: JORGE RAMIREZ - Secretary  
of the Board of Directors

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN AND SUBSCRIBED THIS 10th day of October, 1997.

  
MINERVA F. RAMOS