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DIVISION OF CORPORATIONS

BASIC AMENDMENT

DECADE SYSTEMS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

AMEND
KRB

11/17/03

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DECADE SYSTEMS CORPORATION**

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1. The Name of the corporation is DECADE SYSTEMS CORPORATION.

2. Article V of the Articles of Incorporation of Decade Systems Corporation, a Florida corporation, is hereby amended in its entirety to read as follows:

ARTICLE V

Capital Stock

This corporation is authorized to issue three classes of common stock:

A. One Million Four Hundred and Fifty Thousand (1,450,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Stock". The rights and obligations of these shares shall be set forth in Paragraph D, below.

B. Four Hundred Thousand (400,000) shares of common stock with a par value of One Tenth of One Cent (\$0.001) per share, which shares shall be designated "Class B Common Stock." The rights and obligations of these shares shall be set forth in Paragraph D, below.

C. Four Hundred and Fifty Thousand (450,000) shares of common stock with a par value of One Tenth of One Cent (\$0.001) per share, which shall be designated "Class C Common Stock." The rights and obligations of these shares shall be set forth in Paragraph F, below.

D. It is intended that the Common Stock and the Class B Common Stock shall have the same rights and obligations (the only difference being the par value of the

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shares so designated and for purposes of this Paragraph D, each class shall be collectively designated "Common Stock"), as follows:

- i. Voting Rights with Respect to Common Stock. Each holder of share of Common Stock shall be entitled to one vote for each share of Common Stock held of record by such holder. As each share of Common Stock, regardless of class, has all of the same rights and privileges, voting by class will not be required and all matters requiring shareholder approval will be decided by the vote of all of the Common Stock.
- ii. Rights to Dividends with Respect to Common Stock. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Common Stock then outstanding shall be entitled to share equally and ratably, on a share-for-share basis, in dividends.
- iii. Rights of Holders of Common Stock Upon Liquidation. The holders of Common Stock then outstanding shall be entitled to receive equally and ratably, on a share-for-share basis, all assets of the Corporation to be distributed to holders of Common Stock upon any liquidation, dissolution or winding up of the Corporation.

E. Without action by the shareholder(s), any or all of the authorized share of any class may be issued by this Corporation from time to time for such consideration as may be fixed by the board of directors of this Corporation, provided; however, that the majority of the holders of the Class C Common Stock and Class B Common Stock vote in favor of such action.

F. It is intended that the Common Stock and the Class C Common Stock shall have the same rights and obligations (the only difference being the par value of the shares), as follows:

- i. Voting Rights with Respect to the Class C Common Stock. Each holder of shares of Class C Common Stock shall be entitled to one vote for each share of Class C Common Stock held of record by such holder for all votes occurring on or before April 1, 2004. Commencing on April 1, 2004 and existing thereafter, each share of Class C Common Stock shall be entitled to three votes for each share of Class C Common Stock held of record by such holder.
- ii. Rights to Dividends. When and as dividends are declared thereupon,

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whether payable in cash, property or securities of the corporation, the holders of Class C Common Stock shall be entitled to share equally and ratably, on a share for share basis, in such dividends and other distributions with the Common Stock

- iii. Rights of Holders of Class C Common Stock Upon Liquidation. The holders of Class C Common Stock then outstanding shall be entitled to receive equally and ratably, on a share-for-share basis with the Common Stock, all assets of the Corporation to be distributed to holders of Common Stock upon any liquidation, dissolution, or winding up of the Corporation.
- iv. Conversion and Redemption Rights. Class C Common Stock may be converted on or before December 31, 2003 by the holder of the Class C Common Stock by tendering to the Corporation on or before December 31, 2003 One Dollar and Fifty Cents (\$1.50) per share of Class C Common Stock to be converted into Common Stock. To the extent any Class C Common Stock is outstanding during the period of January 1, 2004 through March 31, 2004, the Corporation may redeem all the Class C Common Stock held by a holder of such stock at a price per share equal to Sixty-Eight Cents (\$.68). The Corporation shall give the holder written notice of its determination to redeem such stock and shall provide at closing date to be held on or before March 31, 2004 at the Corporation's office. At the Closing the Corporation shall pay the holder for the redeemed shares in immediately available funds. The Corporation must redeem all the Class C Common Stock in order to take advantage of this provision.
- v. Class C Common. So long as any Class C Common Stock is outstanding, the Corporation shall set aside as a sinking fund for redemption of the Class C Common Stock on or before May 1, 2003, the sum of \$50,000.00 and on August 1, 2003 the sum of \$100,000.00; provided that the Corporation shall not be required to set aside an amount greater than the total of \$.68 multiplied by the number of shares of Class C Common Stock then outstanding plus accrued and unpaid dividends, regardless of whether earned or declared. Funds so set aside for the sinking fund shall be applied by or at the direction of the Corporation commencing March 1, 2004 to the redemption of shares of Class C Stock at a price of \$.68 per shares plus accrued and unpaid dividends, on each share so redeemed to and including the date of redemption, in the manner upon notice and with the effect specified in paragraph iii. In the event the Corporation does not redeem the stock on or before March 31, 2004, the sinking fund provided in this Paragraph V shall be extinguished.

3. The foregoing amendment was recommended to the shareholders by the board of directors and approved by the shareholders and directors by unanimous written consent

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dated November 27, 2002, as required by Florida Statutes 607.1003 and
607.1006.

4. The foregoing amendment shall become effective upon filing with the Secretary
of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Executive Officer of the aforesaid
Corporation has executed these Articles of Amendment this 27 day of November,
2002.

DECADE SYSTEMS CORPORATION

BY: 

Gerry C. Nelson

Its: Chairman and Chief Executive Officer

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