

P96000063149

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June 2, 1999

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Amend
Via Hand Delivery

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To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Amendment to Articles of Incorporation for the following entity:

AGA Engineering and Trading, Inc.
Document Number: P96000063149

Please call Ann Cotroneo at 222-7717, when the documents are ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHRCORP/GHR.110
Stiglitz/187009-1

FILED
JUN -2 PM 3:47
TALLAHASSEE, FLORIDA
CLERK OF STATE

RECEIVED
JUN -2 PM 3:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AGA ENGINEERING AND TRADING, INC.**

99 JUN -2 PM 3:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Grigory Brodski, President of AGA ENGINEERING AND TRADING, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is AGA ENGINEERING AND TRADING, INC.

ARTICLE SECOND: ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

"ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Twenty Thousand (20,000), consisting of Ten Thousand (10,000) shares of Class A Voting Common Stock, \$.01 par value, and Ten Thousand (10,000) shares of Class B Non-Voting Common Stock, \$.01 par value. The Class A Voting Common Stock and the Class B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

SECTION 1. Common Stock - General Provisions. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the

remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

SECTION 2. Common Stock - Other Provisions.

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(1) Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(2) Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Class A Voting Common Stock payable in stock of the Corporation shall be made in shares of Class A Voting Common Stock, and all dividends and distributions on the Class B Non-Voting Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Class B Non-Voting Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined."

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall become effective upon filing with the Florida Department of State.

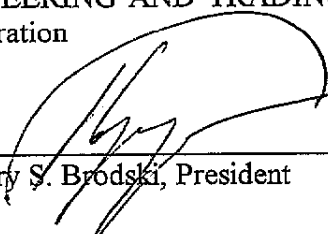
ARTICLE FOURTH: The foregoing amendment to the Articles of Incorporation reflected in Article Second above was duly adopted and approved by both the Board of Directors and the Shareholders of the Corporation by joint written consent to action in lieu of a special meeting, dated as of May 17, 1999, and the necessary number of shares as required by statute were voted in favor of the amendment.

These Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be duly executed by its President this 17th day of May, 1999.

AGA ENGINEERING AND TRADING, INC., a
Florida corporation

By: _____


Grigory S. Brodski, President