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GLASSBERG & GLASSBERG, P.A.

1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
LORI H. GLASSBERG

OF COUNSEL:
ROBERT C. BIEGEN
JAMES NEAL HUTCHINSON, JR.

98 SEP 17 AM 9:09
FILED
(305) 669-9535
FAX (305) 669-0804
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 15, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/17/98--01088--005
*****35.00 *****35.00

RE: IMAGINET DESIGN SOLUTIONS, INC.

Gentlemen:

Amend Enclosed please find two copies of the Articles of
~~Incorporation~~ for IMAGINET DESIGN SOLUTIONS, INC. and our check in
the amount of \$35.00.

Should you have any questions with regard to the foregoing, please
contact the undersigned at (305) 669-9535.

Very truly yours,


David M. Glassberg

DMG/bac
enclosures

Amend

**ARTICLES OF AMENDMENT
FOR
IMAGINET DESIGN SOLUTIONS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

IMAGINET DESIGN SOLUTIONS, INC.

2. The Articles of Incorporation are amended by striking therefrom Article IV, in its entirety, and inserting in place thereof the following:

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue two classes of capital stock designated "Class A Common Stock" and "Class B Common Stock", respectively. The number of shares of Class A Common Stock authorized to be issued is ten million (10,000,000) and shall have a par value of \$.01 per share. The number of shares of Class B Common Stock authorized to be issued is two million (2,000,000) and shall have a par value of \$.01 per share.

1. **Liquidation and Dividend Rights.**

1.1 **Liquidation Rights.** In the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, (1) the holders of the Class A Common Stock shall be entitled to 99% of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder and (ii) the holders of the Class B Common Stock shall be entitled to 1% of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder.

1.2 **Reorganization.** A reorganization, consolidation or merger of this corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this corporation, or a sale or other transfer, in a single transaction or in a series of related transactions, of 50% or more of the outstanding capital stock of this corporation, shall not be deemed a liquidation, dissolution or winding up of this corporation for the purpose of this Article.

1.3 **Valuation.** Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

1.4 **Dividend Rights.** The holders of the then outstanding Class A Common Stock shall

be entitled to receive 99% percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder. The holders of the then outstanding Class B Common Stock shall be entitled to receive 1% of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder. Such dividends may be payable quarterly or otherwise as the Board of Directors of this corporation may from time to time determine.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Class A Common Stock and Class B Common Stock to vote on any matters submitted to shareholders of this corporation shall be as follows:

2.1 Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one hundred (100) votes for each share of Class A Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.2 Class B Common Stock. Each holder of shares of Class B Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Class B Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.3 Class Voting. The holders of the Class A Common Stock and the holders of the Class B Common Stock shall vote together as a single class.

3. Other Rights. Except as otherwise provided herein, the rights of the holders of the Class A Common Stock and the rights of the holders of the Class B Common Stock shall be identical.

The foregoing amendment was adopted by all of the Directors and Shareholders of the Corporation at a Special Joint Meeting of Directors and Shareholders, pursuant to Florida Statutes, on the 1st day of May, 1998.

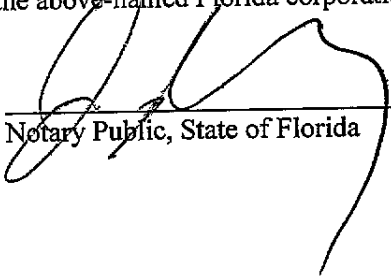
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 30th day of June, 1998.


Gary Patterson, President


David S. McKean, Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by Gary Patterson, President and David S. McKean, Secretary of the above-named Florida corporation, on behalf of the corporation.



Notary Public, State of Florida

My Commission expires:



David M. Glassberg
MY COMMISSION # CC770028 EXPIRES
December 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.