

P96000101424

Howard I. Alabaster  
Attorney and Counselor at Law  
9600 West Sample Road, Suite 500  
Coral Springs, Florida 33065  
(954) 753 - 1308  
FAX (954) 753 - 2666

MEMORANDUM

To: Department of State  
Corporations Division

From: Howard I. Alabaster, Esquire

Date: April 3, 1997

Subject: Direct Satellite Sales & Installation, Inc.  
Filing of Articles of Amendment

FILED  
97 APR -7 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please find enclosed herewith the Articles of Amendment of Direct Satellite Sales & Installation, Inc., and a check for the filing fee of \$35.00. Please direct any return correspondence to this office at the above address.

Thank you for your cooperation in this matter.

500002135035--5  
-04/07/97--01068--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

V8 APR 9 1997

Amend

**ARTICLES OF AMENDMENT OF  
DIRECT SATELLITE SALES & INSTALLATIONS, INC.**

Pursuant to §607.1006 Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

1. Article II is created to read as follows:

This corporation shall commence its existence upon the filing of its Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

2. Article III is created to read as follows:

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:
  - (a) To have perpetual succession by its corporate name;
  - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - (c) To have a corporate seal and to use the same by causing it to be impressed or affixed.
  - (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
  - (e) To sell, mortgage, pledge, create a security interest in, lease, transfer and otherwise dispose of all or any part of its property and assets;
  - (f) To lend money to its officers and/or employees.
  - (g) To make contracts and guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
  - (h) To lend money and take and hold real or personal property as security of the payment of funds so loaned;
  - (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within and without this state;
  - (j) To elect and appoint officers and agents of the corporation and define their duties and fix their compensation;
  - (k) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida;
  - (l) To have and exercise all powers necessary to effect its purpose;

3. Article III is renumbered to be Article IV and is amended to read as follows

The aggregate number of shares which this corporation shall have the authority to issue is the

total sum of 1000 shares, having an individual par value of \$ .01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporation's shares of stock will not to be divided into classes.

The corporation is not authorized to issue shares of stock in series.

4. Article II is renumbered to be Article V and is amended to read as follows:

The initial principal place of business for the corporation shall be at 11910 SW 9<sup>th</sup> Court, Davie, Florida 33325, and this shall be the corporation's initial mailing address.


5. Article IV is renumbered Article VI.

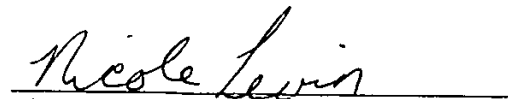
6. Article V is renumbered Article VII and is amended to read as follows:

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may be increased from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

The foregoing Articles of Amendment were adopted on March 18<sup>th</sup> 1997, by the affirmative vote of 75% of the shareholders entitled to vote on the amendments, in accordance with §607.1006 Florida Statutes.

**IN WITNESS WHEREOF**, the we the undersigned have executed these Articles of Amendment on this the 18<sup>th</sup> day of March, 1997.

  
Paul Handerhan, President

  
Nicole Levin, Secretary

P96000101672

000002138530--7  
-04/09/97--01130--002  
\*\*\*180.00 \*\*\*180.00

April 8, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: DUVAL MEDICAL  
DISPOSAL, INC.

DEBIT MEMO: # 3797-B

CHECK #: 0222