



THE UNITED STATES  
CORPORATION  
COMPANY

P97000002359

ACCOUNT NO. : 072100000032

REFERENCE : 408047 170487A

AUTHORIZATION : Patricia Piguet

COST LIMIT : \$ 70.00 35.00

ORDER DATE : May 29, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 408047-005

CUSTOMER NO: 170487A

CUSTOMER: Richard Rossi, Esq  
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Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: PRECISE PAINT  
& BODY, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ~~Notari, Sheila~~

Susana Ramagosa  
EXAMINER'S INITIALS:

RECEIVED  
TALLAHASSEE, FLORIDA

97 MAY 29 PM 4:18

FILED

5/30

Joy Amend

97 MAY 29 PM 2:39

RECEIVED

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF PRECISE PAINT & BODY, INC.

FILED  
97 MAY 29 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R E C I T A L S:

1. Precise Paint & Body, Inc., is a Florida corporation ("Company") whose Articles of Incorporation were originally filed with the Department of State of the State of Florida on January 3, 1997;
2. the Board of Directors and Shareholders of the Company, by Unanimous Written Consent dated April 23, 1997, pursuant to Florida Statutes Section 607.1003, by 100% affirmative vote of all Directors and Shareholders, resolved, among other things, that the following amendments were authorized and approved, and were so adopted on April 23, 1997, with the Articles of Incorporation of the Company being amended as set forth below; and
3. pursuant to the Unanimous Written Consent, the President of the Company was authorized, empowered and directed to sign and file these Articles of Amendment with the Department of State of Florida to amend the Articles of Incorporation as follows:

R E S O L V E D:

1. Article IV - capital stock of the Articles of Incorporation of the Company is hereby deleted in its entirety and the following is substituted:

ARTICLE IV - SECURITIES

- A. The Company is authorized to issue 10 million shares of Common Stock, which shall be designated "Common Stock," with a par value of \$.0001 per share.
  - B. The Company is authorized to issue 1 million shares of preferred stock, which shall be designated as "Preferred Stock," having a par value of \$.0001 per share, with the Board of Directors of the Company having the right to determine the preferences, limitations, and relative rights of said class of Preferred Stock as well as the series of the class provided that each series must be given a distinguishing designation, and all shares of the same series must have preferences, limitations and relative rights identical with those of other shares of the same series, except to the extent otherwise provided in the description of the series, and, further, that before issuing any shares of Preferred Stock, Articles of Amendment must be filed with the Department of State setting forth the information specified in Florida Statute 607.0602.
2. The following additional Articles are added to the Articles of Incorporation of the Company:

#### ARTICLE VIII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE IX

The Board of Directors and Shareholders shall both have full rights to amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

#### ARTICLE X

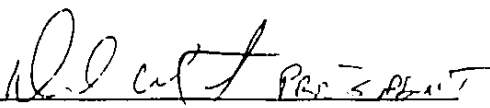
The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

#### ARTICLE XI

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

The undersigned, the President of the Company, hereby executes these Articles of Amendment of the Articles of Incorporation of the above Company on behalf of the Company.

PRECISE PAINT & BODY, INC.

By:   
David West, President