

P97000010618

FILING COVER SHEET

REFERENCE: 0156. 6568

DATE: 4-28-99

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Faxon Florida, Inc.

FILED  
 99 APR 28 PM 12:13  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 4793 FOR \$ 43.75

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 \*\*\*\*\*43.75 \*\*\*\*\*43.75

PLEASE FILE:

- ARTICLES OF INC.
- AMENDMENT
- DISSOLUTION
- ANNUAL REPORT
- MERGER
- WITHDRAWAL
- QUALIFICATION
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- FICTITIOUS NAME
- LIMITED LIABILITY
- REINSTATEMENT
- TRADEMARK/SERVICE
- UCC-1
- UCC-3

PROVIDE US WITH:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- STAMPED COPY

Examiner's Initials

RECEIVED  
 99 APR 28 AM 10:37  
 Amend  
 SP 4/29/99

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FERCON FLORIDA, INC.

FILED  
99 APR 28 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **FERCON FLORIDA, INC.** (the "Corporation"), Charter #P97000010618, filed on February 3, 1997.
2. The following Amendments to the Articles of Incorporation were adopted by all of the Directors of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on June 4, 1997 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE III

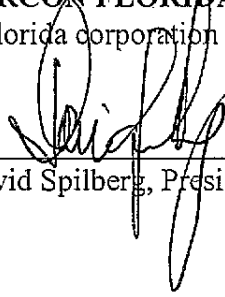
The Corporation shall have authority to issue 45,001,000 shares of Common Capital stock having a par value of \$.01 per share.

The totality of the shares are subscribed by Fercon Engenharia Com. E. Ind. Ltda., of Rio de Janeiro, Brazil, for the consideration of US\$450,000.00.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **FERCON FLORIDA, INC.** this \_\_\_\_ day of \_\_\_\_\_, 1999, to be effective on June 4, 1997.

**FERCON FLORIDA, INC.**  
a Florida corporation

  
\_\_\_\_\_  
David Spielberg, President