

P97000027673

LAW OFFICES
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Professional Association

SEVENTH FLOOR

4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

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(954) 772-5151
FAX (954) 772-4224

January 16, 1998

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/20/98--01081--008
*****35.00 *****35.00

RE: All American International, Inc.

Dear Clerk:

Enclosed herein please find for filing with the Division of Corporations, Articles of Amendment with regard to the above corporation.

I have also enclosed herein my firm's check in the amount of \$35.00 to cover the costs for same.

Should you have any questions, please feel free to contact this office.

Very truly yours,

Arthur R. Rosenberg

ARTHUR R. ROSENBERG

ARR/jc
Enclosure

FILED
98 FEB 24 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 24 1998

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February 18, 1998

(954) 772-5151
FAX (954) 772-4224

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: All American International, Inc.

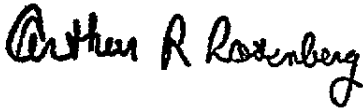
Dear Clerk:

Enclosed herein please find for filing with the Division of Corporations, Articles of Amendment with regard to the above corporation.

I have also enclosed the letter number 689A00003344 reflecting that the \$35.00 charge for the aforementioned filing has already been received.

Should you have any questions, please feel free to contact this office.

Very truly yours,



ARTHUR R. ROSENBERG

ARR/dc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

ARTHUR R. ROSENBERG. ESQ.
STEIN, ROSENBERG & WINIKOFF, P.A.
SEVENTH FLOOR, 4875 NORTH FEDERAL HWY.
FORT LAUDERDALE, FL 33308

SUBJECT: ALL AMERICAN INTERNATIONAL CORPORATION
Ref. Number: P97000027673

We have received your document for ALL AMERICAN INTERNATIONAL CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 698A00003344

RECEIVED
98 FEB 23 AM 8:47
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED
98 FEB 24 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

ALL AMERICAN INTERNATIONAL CORPORATION

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. Article III is hereby amended to read as follows:

ARTICLE III. STOCK

SECTION A: The Corporation shall have two classes of common stock, Class A and Class B.

- i. There shall be a maximum of One Thousand (1,000) Shares of Class A common stock. Each share of Class A common stock shall have one vote.

- ii. There shall be maximum of Five Hundred (500) Shares of Class B common stock. The shares of Class B common stock shall have the same rights as Class A common stock, except Class B common stock shall have no voting rights.

- iii. Each share of common stock, whether Class A or Class B shall have a par value of \$1.00 per share.

SECTION B: The common stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and

for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

2. The foregoing amendment was adopted by written consent of all the Stockholders and Directors entitled to vote thereon, pursuant to Florida Statutes §607.1003, at a meeting held on the 13th day of February, 1998.

TARA CHRISTIE, Pres.
MICHAEL J. GRETO, V.P.

STATE OF FLORIDA)

: SS

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of February, 1998, by TARA CHRISTIE, President and MICHAEL J. GRETO, Secretary of ALL AMERICAN INTERNATIONAL CORPORATION, a Florida corporation, on behalf of the corporation.

Dana Christie
NOTARY PUBLIC

My commission expires:



DANA CHRISTIE
My Commission CC495865
Expires Sep. 14, 1998

CERTIFICATE OF SECRETARY

I, the undersigned President and Secretary of ALL AMERICAN INTERNATIONAL CORPORATION, hereby certify that a Meeting duly held on the 12th day of January, 1997, at which I was present, the following resolution was unanimously adopted:

RESOLVED, that the Corporation shall adopt the following amendment to Article III of its Articles of Incorporation, to create two classes of stock and to increase the authorized number of shares of the initial class of stock from Five Hundred Shares to One Thousand Shares which are to be filed with the Secretary of State. The amendment shall be in the following form:

ARTICLE III. STOCK

SECTION A: The Corporation shall have two classes of common stock, Class A and Class B.

i. There shall be a maximum of One Thousand (1,000) Shares of Class A common stock. Each share of Class A common stock shall have one vote.

ii. There shall be maximum of Five Hundred (500) Shares of Class B common stock. The shares of Class B commons stock shall have the same rights as Class A common stock, except Class B common stock shall have no voting rights.

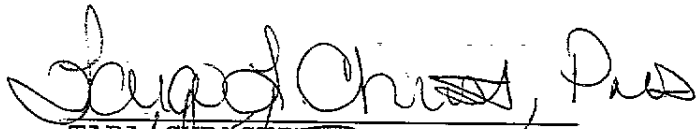

iii. Each share of common stock, whether Class A or Class B shall have a par value of \$1.00 per share.

SECTION B: The common stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or

services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

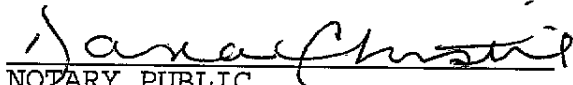
There being no further business to come before the meeting the meeting was adjourned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


TARA CHRISTIE

MICHAEL J. GRETO

STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12th day of January, 1998 by TARA CHRISTIE, President and MICHAEL J. GRETO, Secretary of ALL AMERICAN INTERNATIONAL CORPORATION, a Florida corporation, on behalf of the corporation, who is personally known or had produced _____ as identification.


NOTARY PUBLIC

My commission expires:



DANA CHRISTIE
My Commission CC495865
Expires Sep. 14, 1999