

P97000056657



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 333408 169624  
AUTHORIZATION : Patricia Pyatt  
COST LIMIT : \$ 35.00

FILED  
99 AUG -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Amend

ORDER DATE : August 6, 1999

ORDER TIME : 1:51 PM

ORDER NO. : 333408-005

CUSTOMER NO: 169624A

8000002953038--5

CUSTOMER: Ms. Joan C. Zaks  
Buckingham Doolittle &  
5551 Ridgewood Drive

Naples, FL 33963

DOMESTIC AMENDMENT FILING

NAME: ISOLUX AMERICA CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ta-Tanisha Green

EXAMINER'S INITIALS:

RECEIVED  
99 AUG -6 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BOR  
8/9/99

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ISOLUX AMERICA CORPORATION,  
a Florida corporation

FILED  
99 AUG -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Amendment to Articles of Incorporation of ISOLUX AMERICA CORPORATION, a Florida corporation (hereinafter the "Corporation"), is made this 30 day of July, 1999.

In accordance with Section 607.1006, F.S., the following matters are set forth:

1. The name of the corporation is ISOLUX AMERICA CORPORATION, a Florida corporation.
2. The Directors and Shareholders of the Corporation wish to modify the Articles of Incorporation to authorize the issuance of non-voting shares of common stock and to increase the maximum number of shares of common stock that the Corporation is authorized to issue and have outstanding at any one time. The Articles of Incorporation shall accordingly be amended by deleting Article III thereof and inserting the following in its place and stead:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,750,000 shares, consisting of 1,500,000 shares of voting common stock with no par value and 250,000 shares of non-voting common stock with no par value.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

- (a) Each share of voting common stock shall be entitled to one (1) vote.
- (b) Shares of non-voting common stock shall have no right to vote on any matters affecting the Corporation, except as may be otherwise required by law.
- (c) Except as to voting as described in paragraphs (a) and (b) above, each share of common stock shall have equal rights, preferences and qualifications with each other share of

common stock, including without limitation rights to dividends and to the receipt of proceeds in liquidation of the Corporation.

(d) Each share of stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

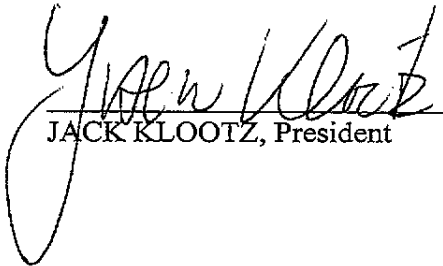
The common stock shall be issued when the Board of Directors so determines.

3. The date of adoption of this Amendment is July 30, 1999.

4. The Amendment has been duly adopted by the Shareholders pursuant to Section 607.0704, F.S. The number of votes cast in favor of the Amendment was sufficient for approval by the Shareholders.

5. Except as modified hereby, the remaining provisions of the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the date and year set forth above.

  
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JACK KLOOTZ, President

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