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THE UNITED STATES
CORPORATION
COMPANY

FILED
00 OCT 16 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 864181 169624A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : October 16, 2000

ORDER TIME : 10:35 AM

ORDER NO. : 864181-005

CUSTOMER NO: 169624A

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CUSTOMER: Ms. Joan C. Zaks
Buckingham Doolittle &
Suite 201
5551 Ridgewood Drive
Naples, FL 34108

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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT -16 PM 2:09
NOTED
TO ADOPT
SUFFICIENCY OF FILING

CONTACT PERSON: Tamara Odom

COULLETTE OCT 16 2000

EXAMINER'S INITIALS: _____

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

This document constitutes Articles of Restatement of the Articles of Incorporation of ISOLUX AMERICA CORPORATION (hereinafter the "Corporation").

In accordance with Section 607.1007, F.S., the following matters are set forth:

1. The name of the corporation is ISOLUX AMERICA CORPORATION.
2. The Board of Directors and Shareholders of the Corporation desire to restate the original Articles of Incorporation in their entirety to include therein all prior amendments thereto and to further amend said Articles of Incorporation to authorize the issuance by the Corporation of preferred stock. The Articles of Incorporation shall accordingly be amended and restated in their entirety in the form attached hereto (the "Restatement").
3. The Restatement contains an amendment requiring shareholder approval.
4. The Restatement has been duly adopted by the Shareholders at a meeting duly called for such purpose. The number of votes cast in favor of the Amendment was sufficient for approval by the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of Oct. 13th, 2000.

ISOLUX AMERICA CORPORATION

By: 

Jack Kloetz, its President

«NAP:24441_1»

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ISOLUX AMERICA CORPORATION

ARTICLE I
CORPORATE NAME

The name of the corporation is ISOLUX AMERICA CORPORATION.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The Corporation may engage in any and all business permitted under the laws of the State of Florida.

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 3,750,000 shares, as follows:

- (A) Common Stock - (i) 2,000,000 shares of voting common stock with no par value, and
(ii) 250,000 shares of non-voting common stock with no par value.

The preferences, limitations and relative rights, qualifications or restrictions of the common 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 rights as described in subparagraphs (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.

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

(B) Preferred Stock - 1,500,000 shares of preferred stock.

The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by the laws of the State of Florida:

(i) to provide for the issuance of the shares of preferred stock in one or more series;

(ii) to establish from time to time the number of shares to be included in each such series;

(iii) to fix the designation, powers, preferences, limitations and relative rights of the shares of each such series, and any qualifications, limitations or restrictions thereof; and

(iv) to increase or decrease the number of shares of any such series (but not to exceed 1,500,000 in total and not below the number of shares of such series then outstanding or with respect to which there are warrants, subscriptions or options outstanding).

The number of authorized shares of preferred stock may also be increased or decreased (but not below the number of shares thereof then outstanding or with respect to which there are warrants, subscriptions or options outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, unless a vote of any other holders is required by law or pursuant to articles of amendment establishing a series of preferred stock. Except as otherwise expressly provided in articles of amendment designating any series of preferred stock pursuant to the foregoing provisions of this ARTICLE III(B), any new series of preferred stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of common stock or the holders of preferred stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to, or *pari passu* with the rights of the common stock, the preferred stock, or any future class or series of preferred stock or common stock.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall continue to be: Barbara J. Klootz, 1479 Railhead Boulevard, Naples, Florida 34110.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
AMENDMENTS

These Amended and Restated Articles of Incorporation may be further amended in the manner provided by law.

«NAP:24443_1»