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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

IN PATENT & STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

REFERENCE : 567329 121767A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : October 16, 1997

ORDER TIME : 11:26 AM

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ORDER NO. : 567329-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: THE DITOCO GROUP, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 OCT 16 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/16

Jon Amend

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
THE DITOCOCO GROUP, INC.**

FILED
97 OCT 16 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Articles of Incorporation of THE DITOCOCO GROUP, INC., a Florida corporation (the "Corporation"), which were filed on June 27, 1997, be and hereby are amended in the following manner:

1. Article IV is hereby deleted in its entirety and the following is hereby inserted in its place and stead:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at any time is 101,000,000 shares, classified as follows:

1,000,000 Redeemable Preferred Shares with a par value of \$0.01 per share (hereinafter called "Preferred Shares"); and

100,000,000 Common Shares with a par value of \$0.01 per share (hereinafter called "Common Shares").

Each Common Share of the par value of \$2.00 per share heretofore authorized and issued is hereby changed into one Common Share of the par value of \$0.01 per share.

The shares of such classes shall have the following express terms and provisions:

- A. Express terms and provisions of Preferred Shares.

Liquidation Preference: Upon any liquidation, dissolution or winding up of the Corporation, or other distribution of substantially all of the assets of the Corporation for any cause, the holders of record of Preferred Shares shall be entitled, before any distribution shall be made to the holders of Common Shares of the Corporation or to the holders of any shares of any other class or classes junior to the Preferred Shares, to be paid in cash an amount equal to \$0.01 per share, and the holders of Preferred Shares shall be entitled to thereafter participate *pro rata* with the holders of the Common Stock in any further distributions. A consolidation or merger of the Corporation with or into another corporation or corporations, or the merger of another corporation or corporations into the Corporation,

or a sale, transfer or exchange, whether for cash, shares of stock, securities or other property, of all or substantially all of the assets of the Corporation, shall not be deemed or construed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Article.

Redemption: Prior to December 31, 2000, the whole of the Preferred Shares or any part or parts thereof is subject to redemption at any time or from time to time, at the option of the Corporation, upon not less than thirty nor more than sixty days' written notice mailed to the holders of record of Preferred Shares to be redeemed, directed to their last respective addresses shown by the records of the Corporation, by paying therefor in cash the redemption price, which shall be an amount equal to \$15.00 per share. If at any time less than all of the Preferred Shares then outstanding shall be called for redemption, the shares so called shall be selected by lot or by any other method which may be determined by the Board of Directors.

Voting Rights: The holders of Preferred Shares shall be entitled to receive notices of all meetings of the shareholders of the Corporation and to cast one vote for each such Preferred Share and, except as otherwise provided by law, shall vote with holders of Common Shares, regardless of class, on all matters submitted for vote of shareholders generally.

Preemptive Rights: The holders of Preferred Shares shall have no preemptive right to purchase or have offered to them for purchase any other Preferred Shares.

B. Express terms and provisions of Common Shares.

The Common Shares shall be subject to the express terms and provisions of the Preferred Shares. Each Common Share shall be equal to every other Common Share; and the holders thereof shall be entitled to one vote for each such Common Share upon all questions presented to the shareholders.

The holders of Common Shares shall have no preemptive right to purchase or have offered to them for purchase any other Common Shares.

2. The following Article VIII is hereby inserted immediately after Article VII:

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify, to the full extent permitted by law, the incorporator and any officer or director of the corporation.

The undersigned hereby certifies that the foregoing amendments to of the articles of incorporation of the Corporation were duly approved and adopted on October 6, 1997 by written consent executed by all of the Corporation's directors and shareholders in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 6 day of October, 1997.

THE DITOCCHO GROUP, INC., a Florida corporation

By:



Name: Anthony DiTocco III
Title: President

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