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January 27, 1999

VIA FEDERAL EXPRESS COURIER

SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
AMENDMENT SECTION
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

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-01/28/99-01069-019

*****43.75 *****43.75

RE: OWL VIDEO SYSTEMS, INC.

Gentlemen:

Enclosed herewith please find Amendment to the Articles of Incorporation of Owl Video Systems, Inc. for filing with the records of the Florida Department of State, Division of Corporations, together with check in the amount of \$43.75 to cover the filing fee and certified copy.

We would appreciate your appropriately filing this Articles of Dissolution and advising this office should you require any further information and/or documentation to complete the filing. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content. If possible, we would request that the certified copy be returned to our office via Federal Express and we enclose a complete air bill chargeable to our office account for your use, if possible.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankely
MELVIN F. FRANKEL
Amend.
2-3-99
CC

MFF:cj
Enclosures (as stated)

FILED
99 JAN 28 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
OWL VIDEO SYSTEMS, INC.

FILED
99 JAN 28 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the President and Sole Director of OWL VIDEO SYSTEMS, INC., as well as the legal and authorized representative of OWL VIDEO SYSTEMS CORP., a British Virgin Islands corporation, the sole shareholder of OWL VIDEO SYSTEMS, INC., do hereby certify that an Amendment to the Article IV of the Articles of Incorporation was approved by the Board of Directors and Shareholder of the Corporation on the 26th day of May, 1998, increasing the authorized capital stock of the corporation. Article IV of the Articles of Incorporation be and is hereby amended to read as follows:

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is two million (2,000,000) shares of One Dollar (US\$1.00) par value, which shall be divided in the following manner:

100,000 Class "A" shares are authorized to be issued as common shares, \$1.00 par value, with full voting rights.

1,900,000 Class "B" shares are authorized to be issued as preferred shares, \$1.00 par value, with a non-cumulative preferred dividend equal to eight (\$0.08) cents per share, payable only from the surplus or net profits arising from the business of the corporation and non-cumulative from year to year. If the net profits and/or surplus of the corporation are insufficient to pay the dividend or any portion thereof, then the obligation to pay same for the year shall be deemed waived. Under any circumstances, no dividends shall be paid to the holders of Class "A" stock, unless and until the full amount of the preferred dividend has been paid in full to the holders of the Class "B" stock during any taxable year. The Class "B" shares shall be non-voting shares, but shall be entitled to vote only at a meeting called to consider the liquidation of the corporation, and then only in the event that the assets available in liquidation are insufficient to redeem the Class "B" shares at 100% of face value. The Class "B" shares shall be entitled to

preferential distribution upon the liquidation of the corporation, over the holders of Class "A" shares, but only to the extent of the par value of the Class "B" shares, plus any dividends which had been declared but unpaid during the year of liquidation. Class "B" shares shall be redeemable at the discretion of the Board of Directors upon 30 days notice to the shareholders of record without payment of premium or penalty, upon tender and payment of the par value, together with any declared but unpaid dividend for the year of redemption.

IN WITNESS WHEREOF, said Corporation has caused these presents to be signed in its name by its President and Sole Director, with the joinder and consent of its sole shareholder, and attested to by its Secretary.

Under penalties of perjury, we David Juby, as President and M. Gibb, as Secretary, declare that we have read the foregoing, and the facts alleged therein are true, to the best of our knowledge and belief.

OWL VIDEO SYSTEMS, INC., a
Florida corporation

Attest:


M. Gibb, Secretary

By: 
David Juby, as its President
and as the authorized signer
for OWL VIDEO SYSTEMS CORP.
as Sole Shareholder