

P97000065520

Sunstate Research
Requestor's Name

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City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. AVAQ MOONEY, Inc. 100002403831--6
(Corporation Name) (Document #) -01/16/98--01087--017
****165.00 *****87.50
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment / <u>Correction</u>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILING 35
R. AGENT _____
CERT. COPY 52.50
CUS _____
OVERPAYMENT _____
TOTAL 87.50

Articles of
Correction

corapartcr 38 1/15/98

FILED
DIVISION OF CORPORATIONS
98 JAN 15 PM 2:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 2:10

ARTICLES OF CORRECTION
of

AVAQ MOONEY, INC.

I. On January 6, 1998, at 3:58 PM, Articles of Amendment to the Articles of Incorporation were filed for AVAQ MOONEY, INC.

II. The undersigned, being a Director and an Officer of the corporation, wishes to correct certain scrivener's errors within and throughout those Articles of Amendment. Other than the certain corrected errors, all of the remaining statutory and relevant information in the Articles of Amendment remains the same. A copy of those Articles of Amendment is attached hereto, and the changes are highlighted

IN WITNESS WHEREOF, I, the undersigned, being a Director and Officer of the corporation, for the purpose of correcting the Articles of Amendment to the Articles of Incorporation, filed January 6, 1998, at 3:58 PM, make and file these Articles of Correction, and hereby declare and certify that the facts herein stated are true, and that this document is filed within ten (10) days of the original Articles of Amendment, and hereunto set my hand this 10th day of January, 1998.

AVAQ MOONEY, INC.

By: 

Director & Secretary

Paul S. Dopp

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 6, 1998, to Articles of Incorporation for AVAQ MOONEY, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is P97000065520.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of January, 1998



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AVAQ MOONEY, INC.

FILED

98 JAN -6 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of AVAQ Mooney, Inc., do hereby subscribe to, acknowledge and file the following Amendment to the Articles of Incorporation for AVAQ Mooney, Inc. a corporation created under the laws of the State of Florida.

1. The name of the corporation is AVAQ Mooney, Inc.
2. On December 31, 1997, the Board of Directors took the following corporate action with respect to adopting the following terms of the Series A Preferred Stock of the Corporation pursuant to Section 607.0602(4), Florida Statutes:

Series A Preferred Stock. The Board of Directors (the "Board") of the Corporation authorizes the issuance of a series of preferred stock consisting of 300,000 shares and the Board fixes the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such preferences and/or rights, of the shares of that series as follows:

Section 1. Designation and Amount.

The shares of the series "A" preferred stock will be designated Series A Cumulative Convertible Preferred Stock ("Series A Preferred Stock"). The total number of authorized shares of the series will be 300,000 shares.

Section 2. Dividends and Distributions.

(a) The holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds at the time legally available therefor, dividends in the same per share amount as dividends declared upon the Common Stock of the Corporation. The Series A Preferred Stock shall not accumulate dividends.

(b) While any shares of Series A Preferred Stock are outstanding, (i) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of the Common Stock or any class or series of stock of the Corporation which ranks on a parity with the Series A Preferred Stock as to payment of dividends unless at least a proportionate payment is made with regard to dividends on the Series A Preferred Stock and (ii) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of any class or series of stock of the Corporation which ranks junior to the Series A Preferred Stock unless and until all dividends on the Series A Preferred Stock have been paid. A payment of dividends with regard to the Series A Preferred Stock will be proportionate to a payment of a dividend with regard to another class or series of stock if the dividend per share of Series A Preferred Stock is the same percentage of the dividends payable with regard to a share of Series A Preferred Stock that the dividend paid with regard to a share of stock of the other class or series is of the dividends payable with regard to a share of stock of that other class or series.

(c) Any dividend paid with regard to shares of Series A Preferred Stock will be paid equally with regard to each outstanding share of Series A Preferred Stock.

Section 3. Voting Rights.

The holders of shares of Series A Preferred Stock will have voting rights equal to the voting rights of the holders of the Common Stock of the Corporation, and while any shares of Series A Preferred Stock are outstanding, the Corporation will not, directly or indirectly, without the affirmative vote at a meeting or the written consent of the holders of at least 66 2/3% of the outstanding shares of Series A Preferred Stock, (i) amend, alter or repeal any of the provisions of the Certificate of Incorporation or By-laws of the Corporation, or of this resolution, so as to affect

adversely the preferences, special rights or powers of the Series A Preferred Stock, (ii) authorize any reclassification of the Series A Preferred Stock, or (iii) be a party to any transaction involving a merger or consolidation of the Corporation or a sale of substantially all of its assets, in any of which the shares of Series A Preferred Stock either remain outstanding or are converted into the right to receive securities or other assets of the surviving, resulting or acquiring corporation, if such transaction could adversely affect the economic value, rank, rights to dividends and distributions, liquidation preferences, conversion privileges, redemption or voting rights of the Series A Preferred Stock immediately prior to such transaction. This Subsection will not prevent the issuance of any Series A Preferred Stock which has been authorized in Section 1.

Section 4. Liquidation.

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock will be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any distribution is made to holders of any class or series of stock to which the Series A Preferred Stock ranks senior an amount equal to \$8.333 per share (the "Liquidation Preference"). If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds of those assets, available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock are not sufficient to pay in full the preferential amount required to be distributed to the holders of the Series A Preferred Stock and of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock, then the assets, or the proceeds of those assets, which are available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock will be distributed to the holders of the Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock ratably in accordance with the respective amounts of the liquidation preferences of the shares held by each of them. After payment of the full amount of the Liquidation Preference the holders of Series A Preferred Stock will not be entitled to any further distribution of assets of the Corporation. For the purposes of this Section, neither a consolidation or merger of the Corporation with another corporation, nor a

sale or transfer of all or any part of the Corporation's assets for cash or securities, will be considered a liquidation, dissolution or winding-up of the Corporation.

Section 5. Conversion Into Common Stock.

(a) The holders of the shares of Series A Preferred Stock shall have the right at any time, at such holders' option, to convert all of the shares of Series A Preferred Stock held of record by them into an equal number of fully paid and non-assessable shares of Common Stock. Each share of Series A Preferred Stock may be being converted into one share of Common Stock.

(b) (i) In order to exercise the conversion privilege, the holder of Series A Preferred Stock must provide to the conversion agent for the Series A Preferred Stock appointed by the Corporation (which may be the Corporation itself) with a Notice of Election to Convert duly completed and signed, substantially in the form of Exhibit A to this Resolution. If the shares issuable on conversion are to be issued in a name other than the name in which the Series A Preferred Stock is registered, each share surrendered for conversion must be accompanied by an instrument of transfer, in form satisfactory to the Corporation, duly executed by the holder or the holder's duly authorized attorney and by funds in an amount sufficient to pay any transfer or similar tax which is required to be paid in connection with the transfer or evidence that tax has been paid.

(ii) The Corporation will make no payment or adjustment for any unpaid dividends on shares of Series A Preferred Stock, whether or not in arrears, on conversion of those shares, or for dividends on the shares of Common Stock issued upon the conversion.

(iii) As promptly as practicable after the surrender by a holder of certificates representing shares of Series A Preferred Stock upon their conversion in accordance with this Subsection 5(b), the Corporation will issue and will deliver to the holder at the office of the conversion agent, or on the holder's written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the shares of Series A Preferred Stock. Certificates for Common Stock will not be issued until the corresponding certificates for Series A Preferred Stock have been surrendered to the Corporation. Any fractional interest in

respect of a share of Common Stock arising upon a conversion will be settled as provided in Subsection 5(c).

(iv) Conversion will be deemed to have been effected immediately prior to the close of business on the date on which all the conditions specified in Subparagraph 5(b)(i) have been satisfied, and each person in whose name the Series A Preferred Stock is registered, or such other person in whose name a certificate for shares of Common Stock is to be issued upon a conversion, will be deemed to have become at that time the holder of record of the shares of Common Stock into which the Series A Preferred Stock has been converted. All shares of Common Stock issued upon conversion of Series A Preferred Stock will upon issuance be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. At the effective time of the conversion, the shares of Series A Preferred Stock will no longer be deemed to be outstanding and all rights of the holder with respect to those shares will immediately terminate, except the right to receive the Common Stock or other securities, cash or other assets to be issued or distributed as a result of the conversion.

(c) No fractional shares of Common Stock will be issued upon conversion of Series A Preferred Stock. Any fractional interest in a share of Common Stock resulting from conversion of shares of Series A Preferred Stock will be rounded up to the nearest whole share of Common Stock.

(d) (i) The Corporation will at all times reserve and keep available, free from preemptive rights, out of the authorized but unissued shares of Common Stock or the issued shares of Common Stock held in its treasury, or both, for the purpose of effecting conversion of the Series A Preferred Stock, the maximum number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock. For the purposes of this Subsection 5(d), the number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock will be computed as if at the time of the computation all the outstanding shares were held by a single holder.

(ii) Prior to the delivery of any securities which the Corporation will be obligated to deliver upon conversion of the Series A Preferred Stock, the Corporation will endeavor, in good faith and as expeditiously as possible,

to comply with all federal and state laws and regulations requiring the registration of those securities with, or any approval of or consent to the delivery of those securities by, any governmental authority.

(e) The Corporation will pay any documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock; provided, however, that the Corporation will not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of record of the Series A Preferred Stock to be converted and no such issue or delivery will be made unless and until the person requesting the issue or delivery has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that the tax has been paid.

Section 6. Status.

Upon any conversion, exchange or redemption of shares of Series A Preferred Stock, the shares of Series A Preferred Stock which are converted, exchanged or redeemed will have the status of authorized and unissued shares of preferred stock, and the number of shares of preferred stock which the Corporation will have authority to issue will not be decreased by the conversion, exchange or redemption of shares of Series A Preferred Stock, but the number of shares of Series A Preferred Stock which the Corporation will have authority to issue will be reduced so that the shares of Series A Preferred Stock which were converted, exchanged or redeemed may not be re-issued.

Section 7. Ranking.

The shares of Series A Preferred Stock will, with respect to the distribution of assets on liquidation, dissolution or winding-up of the Corporation, unless otherwise provided in Section 2 or 4 above the Corporation's Certificate of Incorporation (as the same may be amended from time to time), rank prior to the Common Stock and any other class or series of preferred stock issued by the Corporation.

Section 8. Miscellaneous.

(a) Except as otherwise expressly provided in this resolution, whenever a notice or other communication is required or permitted to be given to holders of shares of Series A Preferred Stock, the notice or other communication will be deemed properly given if deposited in the United States mail, postage prepaid, or with Federal Express or another recognized overnight delivery service, addressed to the persons shown on the books of the Corporation as the holders of the shares at the addresses as they appear in the books of the Corporation, as of a record date or dates determined in accordance with the Corporation's Certificate of Incorporation and By-laws, these resolutions and applicable law, as in effect from time to time.

(b) The holders of the Series A Preferred Stock will not have any preemptive right to subscribe for or purchase any shares or any other securities which may be issued by the Corporation.

(c) Except as may otherwise be required by law, shares of Series A Preferred Stock will not have any designations, preferences, limitations or relative rights, other than those specifically set forth in this resolution and in the Certificate of Incorporation.

(d) The headings of the various subdivisions of this resolution are for convenience only and will not affect the meaning or interpretation of any of the provisions of this resolution.

(e) The preferences, special rights or powers of the Series A Preferred Stock may be waived, and any of the provisions of the Series A Preferred Stock may be amended, by the affirmative vote at a meeting, or the written consent of holders of record, of at least 66 2/3% of the outstanding shares of Series A Preferred Stock.

3. This Amendment was recommended by the Board of Directors to the holders of the Corporation's Common Stock, in a corporate action of even date herewith.

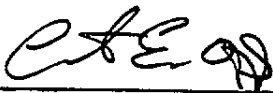
4. This Amendment was approved by holders of a majority of the Common Stock of the Corporation in a corporate action of even date herewith, which is the only group entitled to vote on the Amendment, and the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, AVAQ Mooney, Inc. has caused this Articles of Amendment to be executed on this 31st day of December 1997.

(Corporate Seal)

AVAQ MOONEY, INC.

Attest:



Christian E. Dopp,
President/Secretary

By:



Paul S. Dopp, Chairman-
Chief Executive Officer

29354

CORRECTED VERSION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AVAQ MOONEY, INC.

We, the undersigned, being the President and Secretary of AVAQ Mooney, Inc., do hereby subscribe to, acknowledge and file the following Amendment to the Articles of Incorporation for AVAQ Mooney, Inc. a corporation created under the laws of the State of Florida.

1. The name of the corporation is AVAQ Mooney, Inc.
2. On December 31, 1997, the Board of Directors took the following corporate action with respect to adopting the following terms of the Series A Convertible Preferred Stock of the Corporation pursuant to Section 607.0602(4), Florida Statutes:

Series A Preferred Stock. The Board of Directors (the "Board") of the Corporation authorizes the issuance of a series of preferred stock consisting of 300,000 shares and the Board fixes the voting powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such preferences and/or rights, of the shares of that series, as follows:

Section 1. Designation and Amount.

The shares of the series "A" preferred stock will be designated Series A ~~Cumulative~~ Convertible Preferred Stock ("Series A Preferred Stock"). The total number of authorized shares of the series will be 300,000 shares.

Section 2. Dividends and Distributions.

(a) The holders of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds at the time legally available therefor, dividends in the same per share amount as dividends declared upon the Common Stock of the Corporation. The Series A Preferred Stock shall not accumulate dividends.

(b) While any shares of Series A Preferred Stock are outstanding, (i) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of the Common Stock or any class or series of stock of the Corporation which ranks on a parity with the Series A Preferred Stock as to payment of dividends, unless at least a proportionate payment is made with regard to dividends on the Series A Preferred Stock, and (ii) the Corporation may not pay any dividend, or set aside any funds for the payment of a dividend, with regard to any shares of any class or series of stock of the Corporation which ranks junior to the Series A Preferred Stock, unless and until all dividends on the Series A Preferred Stock have been paid. A payment of dividends with regard to the Series A Preferred Stock will be proportionate to a payment of a dividend with regard to another class or series of stock if the dividend per share of Series A Preferred Stock is the same percentage of the dividends payable with regard to a share of Series A Preferred Stock that the dividend paid with regard to a share of stock of the other class or series is of the dividends payable with regard to a share of stock of that other class or series.

(c) Any dividend paid with regard to shares of Series A Preferred Stock will be paid equally with regard to each outstanding share of Series A Preferred Stock.

Section 3. Voting Rights.

The holders of shares of Series A Preferred Stock will have voting rights equal to the voting rights of the holders of the Common Stock of the Corporation and, while any shares of Series A Preferred Stock are outstanding, the Corporation will not, directly or indirectly, without the affirmative vote at a meeting or the written consent of the holders of at least 66 2/3% of the outstanding shares of Series A Preferred Stock, (i) amend, alter or repeal any of the provisions of the Certificate of Incorporation or Bylaws of the Corporation, or of this resolution, so as to affect

adversely the preferences, special rights or powers of the Series A Preferred Stock, (ii) authorize any reclassification of the Series A Preferred Stock, or (iii) be a party to any transaction involving a merger or consolidation of the Corporation or a sale of substantially all of its assets, in any of which the shares of Series A Preferred Stock either remain outstanding or are converted into the right to receive securities or other assets of the surviving, resulting or acquiring corporation, if such transaction could adversely affect the economic value, rank, rights to dividends and distributions, liquidation preferences, conversion privileges, redemption or voting rights of the Series A Preferred Stock immediately prior to such transaction. This Subsection will not prevent the issuance of any Series A Preferred Stock which has been authorized in Section 1.

Section 4. Liquidation.

Upon the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock will be entitled to receive out of the assets of the Corporation, available for distribution to its stockholders, whether from capital, surplus or earnings, before any distribution is made to holders of any class or series of stock to which the Series A Preferred Stock ranks senior, an amount equal to \$8.333 per share (the "Liquidation Preference"). If, upon any liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation, or proceeds of those assets, available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock, are not sufficient to pay in full the preferential amount required to be distributed to the holders of the Series A Preferred Stock and of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock, then the assets, or the proceeds of those assets, which are available for distribution to the holders of Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock, will be distributed to the holders of the Series A Preferred Stock and of the shares of all other classes or series which are on a parity as to distributions on liquidation with the Series A Preferred Stock ratably in accordance with the respective amounts of the liquidation preferences of the shares held by each of them. After payment of the full amount of the Liquidation Preference, the holders of Series A Preferred Stock will not be entitled to any further distribution of assets of the Corporation. For the purposes of this Section, neither a consolidation or merger of the Corporation with another corporation, nor a

sale or transfer of all or any part of the Corporation's assets for cash or securities, will be considered a liquidation, dissolution or winding-up of the Corporation.

Section 5. Conversion Into Common Stock.

(a) The holders of the shares of Series A Preferred Stock shall have the right at any time, at such holders' option, to convert all of the shares of Series A Preferred Stock held of record by them into an equal number of fully paid and non-assessable shares of Common Stock. Each share of Series A Preferred Stock may be being converted into one share of Common Stock.

(b) (i) In order to exercise the conversion privilege, the holder of Series A Preferred Stock must provide to the conversion agent for the Series A Preferred Stock appointed by the Corporation (which may be the Corporation itself) with a Notice of Election to Convert, duly completed and signed, substantially in the form of Exhibit A to this Resolution. If the shares issuable on conversion are to be issued in a name other than the name in which the Series A Preferred Stock is registered, each share surrendered for conversion must be accompanied by an instrument of transfer, in form satisfactory to the Corporation, duly executed by the holder or the holder's duly authorized attorney, and by funds in an amount sufficient to pay any transfer or similar tax which is required to be paid in connection with the transfer or evidence that tax has been paid.

(ii) The Corporation will make no payment or adjustment for any unpaid dividends on shares of Series A Preferred Stock, whether or not in arrears, on conversion of those shares, or for dividends on the shares of Common Stock issued upon the conversion.

(iii) As promptly as practicable after the surrender by a holder of certificates representing shares of Series A Preferred Stock upon their conversion in accordance with Subsection 5(b)(i), the Corporation will issue and will deliver to the holder, at the office of the conversion agent, or on the holder's written order, a certificate or certificates for the number of full shares of Common Stock issuable upon the conversion of the shares of Series A Preferred Stock. Certificates for Common Stock will not be issued until the corresponding certificates for Series A Preferred Stock have been surrendered to the Corporation. Any fractional interest in

respect of a share of Common Stock arising upon a conversion will be settled as provided in Subsection 5(c).

(iv) Conversion will be deemed to have been effected immediately prior to the close of business on the date on which all the conditions specified in Subparagraph 5(b)(i) have been satisfied, and each person in whose name the Series A Preferred Stock is registered, or such other person in whose name a certificate for shares of Common Stock is to be issued upon a conversion, will be deemed to have become at that time the holder of record of the shares of Common Stock into which the Series A Preferred Stock has been converted. All shares of Common Stock issued upon conversion of Series A Preferred Stock will, upon issuance, be duly and validly issued and fully paid and nonassessable, free of all liens and charges and not subject to any preemptive rights. At the effective time of the conversion, the shares of Series A Preferred Stock will no longer be deemed to be outstanding and all rights of the holder with respect to those shares will immediately terminate, except the right to receive the Common Stock or other securities, cash or other assets to be issued or distributed as a result of the conversion.

(c) No fractional shares of Common Stock will be issued upon conversion of Series A Preferred Stock. Any fractional interest in a share of Common Stock resulting from conversion of shares of Series A Preferred Stock will be rounded up to the nearest whole share of Common Stock.

(d) (i) The Corporation will at all times reserve and keep available, free from preemptive rights, out of the authorized but unissued shares of Common Stock or the issued shares of Common Stock held in its treasury, or both, for the purpose of effecting conversion of the Series A Preferred Stock, the maximum number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock. For the purposes of this Subsection 5(d), the number of shares of Common Stock which the Corporation would be required to deliver upon the conversion of all the outstanding shares of Series A Preferred Stock will be computed as if, at the time of the computation, all of the outstanding shares were held by a single holder.

(ii) Prior to the delivery of any securities which the Corporation will be obligated to deliver, upon conversion of the Series A Preferred Stock, the Corporation will endeavor, in good faith and as expeditiously as possible,

to comply with all federal and state laws and regulations requiring the registration of those securities with, or any approval of or consent to the delivery of those securities by, any governmental authority.

(e) The Corporation will pay any documentary stamp or similar issue or transfer taxes payable in respect of the issue or delivery of shares of Common Stock on conversion of Series A Preferred Stock; provided, however, that the Corporation will not be required to pay any tax which may be payable in respect of any transfer involved in the issue or delivery of shares of Common Stock in a name other than that of the holder of record of the Series A Preferred Stock to be converted, and no such issue or delivery will be made unless and until the person requesting the issue or delivery has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that the tax has been paid.

Section 6. Status.

Upon any conversion, exchange or redemption of shares of Series A Preferred Stock, the shares of Series A Preferred Stock which are converted, exchanged or redeemed will have the status of authorized and unissued shares of preferred stock, and the number of shares of preferred stock which the Corporation will have authority to issue will not be decreased by the conversion, exchange or redemption of shares of Series A Preferred Stock, but the number of shares of Series A Preferred Stock which the Corporation will have authority to issue will be reduced so that the shares of Series A Preferred Stock which were converted, exchanged or redeemed may not be re-issued.

Section 7. Ranking.

The shares of Series A Preferred Stock will, with respect to the distribution of assets on liquidation, dissolution or winding-up of the Corporation, unless otherwise provided in Section 2 or 4 above the Corporation's Certificate of Incorporation (as the same may be amended from time to time), rank prior to the Common Stock and any other class or series of preferred stock issued by the Corporation.

Section 8. Miscellaneous.

(a) Except as otherwise expressly provided in this resolution, whenever a notice or other communication is required or permitted to be given to holders of shares of Series A Preferred Stock, the notice or other communication will be deemed properly given if deposited in the United States mail, postage prepaid, or with Federal Express or another recognized overnight delivery service, addressed to the persons shown on the books of the Corporation as the holders of the shares at the addresses as they appear in the books of the Corporation, as of a record date or dates determined in accordance with the Corporation's Articles of Incorporation and Bylaws, these resolutions and applicable law, as in effect from time to time.

(b) The holders of the Series A Preferred Stock will not have any preemptive right to subscribe for or purchase any shares or any other securities which may be issued by the Corporation.

(c) Except as may otherwise be required by law, shares of Series A Preferred Stock will not have any designations, preferences, limitations or relative rights, other than those specifically set forth in this resolution and in the Articles of Incorporation.

(d) The headings of the various subdivisions of this resolution are for convenience only and will not affect the meaning or interpretation of any of the provisions of this resolution.

(e) The preferences, special rights or powers of the Series A Preferred Stock may be waived, and any of the provisions of the Series A Preferred Stock may be amended, by the affirmative vote at a meeting, or the written consent of holders of record, of at least 66 2/3% of the outstanding shares of Series A Preferred Stock.

3. This Amendment was recommended by the Board of Directors to the holders of the Corporation's Common Stock, in a corporate action of even date herewith.

4. This Amendment was approved by holders of a majority of the Common Stock of the Corporation in a corporate action of even date herewith, which is the only group entitled to vote on the Amendment, and the number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, AVAQ Mooney, Inc. has caused these Articles of Amendment to be executed on this 31st day of December 1997.

(Corporate Seal)

AVAQ MOONEY, INC.

Attest:

Christian E. Dopp,
President/Secretary

By: _____
Paul S. Dopp, Chairman-
Chief Executive Officer

29714