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AUTHORIZATION :

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ORDER DATE : May 12, 1998

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ORDER NO. : 815463-005

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq.

Baker & Mckenzie

Suite 1600

701 Brickell Avenue Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: SAGAZ ENTERPRISES CORP.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

ASE RETURN THE FOLLOWING AS PROOF OF FILING:

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

BAKER & MEKENZIE

ATTORNEYS AT LAW

SUITE 1600 BARNETT TOWER 701 BRICKELL AVENUE MIAMI, FLORIDA 33131-2827 TELEPHONE (305) 789-8900 CABLE ABOGADOMIA · TELEX 592386 FACSIMILE (305) 789-8953

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May 11, 1998

Florida Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Sagaz Enterprises Corp. Re:

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PACIFIC

BANGKOK BE!JING

HANOI HO CHI MINH CITY HONG KONG MANILA MELBOURNE

SINGAPORE

SYDNEY

Dear Sir/Madame:

Enclosed please find original plus one copy of the Articles of Amendment to Articles of Incorporation of Sagaz Enterprises Corp., plus a check in the amount of \$87.50 to cover for the filing and certification fee. We kindly request that once the Articles of Amendment have been filed with your office a certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,

Robert F. Hudson, Jr.

4. Hudson, Gr.

Enclosures



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 12, 1998

CSC

TALLAHASSEE, FL

SUBJECT: SAGAZ ENTERPRISES CORP.

Ref. Number: P97000071001

We have received your document for SAGAZ ENTERPRISES CORP. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 398A00026293



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SAGAZ ENTERPRISES CORP.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, April 3, 1998.

- 1. The name of the Corporation is Sagaz Enterprises Corp. (the "Corporation").
- 2. Article IV of the Articles of Incorporation of the Corporation is amended to read:

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue two classes of shares of common stock to be designated "Voting Common Stock" and "Non-Voting Common Stock". The total number of shares of common stock that this Corporation is authorized to issue is TWENTY THOUSAND (20,000). Seventeen Thousand Five Hundred (17,500) of such shares shall be shares of Voting Common Stock, par value \$.01 per share. Two Thousand Five Hundred (2,500) of such shares shall be shares of Non-Voting Common Stock, par value \$.01 per share.

3. Article VIII of the articles of Incorporation of this Corporation is amended to read:

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

SECRETARY OF STATE ON UNISION OF COMPORATION

At each election for directors, the holders of the voting shares of this Corporation shall be entitled to cast votes using the cumulative method of voting for directors, that is, each shareholder shall have the right to vote for the number of shares of stock owned by such shareholder for as many directors as are to be elected, or to cumulate such shares and give all such votes to one director or divide them among several.

The foregoing Articles of Amendment to the Articles of Incorporation was adopted, in accordance with Section 607.1006(1)(f) of the Act, by the Sole Shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 3rd day of April, 1998.

ph/Kavana, President

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