

P97000073803

DOUGLAS R. ANDREAE

Requestor's Name

5704 BAYWATER DR.

Address

Tampa FL 813-818-0530

City/State/Zip

Phone #

Office Use Only

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

1. LUMIDISC, INC.

(Corporation Name)

(Document #)

900002518459--0

-05/11/98--01051--016

*****87.50 *****87.50

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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FILED
98 MAY 11 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 11 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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
<input type="checkbox"/>	Examiner
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Update
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Update
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger/Reincorporation

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

Examiner's Initials

ARTICLES OF AMMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Lumidisc, Inc.

FILED
MAY 11 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article IV is to be amended as follows to read:

The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the corporation is authorized to issue is 100,000 shares at NO par value; 70,000 shares shall be Common Stock; 30,000 shares shall be Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

SECOND: Provisions for implementing the amendment are as follows:

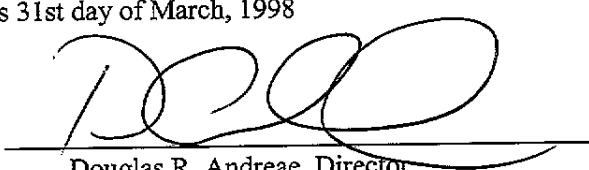
Fifteen thousand (15,000) of the eighty five thousand (85,000) previously issued and outstanding shares of Common Stock of the Corporation were purchased and retired by the Corporation on March 31, 1998.

THIRD: The date of the amendment's adoption: 03/31/98

FOURTH: The amendment was adopted by the Board of Directors with Shareholder action: a vote approving the purchase and retirement of fifteen thousand (15,000) shares of the Common Stock of the Corporation so that the number of authorized shares of the Preferred Stock of the Corporation could be increased from fifteen thousand shares (15,000) to thirty thousand shares (30,000) was held by a majority of the stockholders entitled to vote thereat. The number of votes cast were sufficient for approval.

Signed this 31st day of March, 1998

Signature


Douglas R. Andreae, Director
President