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November 6, 1998

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

Re: Articles of Amendment

700002682917--9
-11/09/98--01037--003
*****87.50 *****87.50

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of a Certificate of Designation with respect to the Articles of Incorporation of Palm Beach Investment Group, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mirkin/mf

Mark H. Mirkin
MHM/mf
Enclosures

cc: Michael D. Shuda

FILED
98 NOV 12 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL NOV 17 1998

ARTICLES OF AMENDMENT FOR

PALM BEACH INVESTMENT GROUP, INC.

**CERTIFICATE OF DESIGNATION
FOR**

SERIES A, SERIES B AND SERIES C PREFERRED STOCK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on November 5, 1998 the Board of Directors of Palm Beach Investment Group, Inc., a Florida corporation (the "Corporation"), duly adopted the following resolutions designating the relative rights and preferences of Series A, Series B and Series C Preferred Stock, par value \$.01 per share, of the Corporation:

RESOLVED, that the Corporation hereby designates 1000 shares of its authorized preferred stock as Series A Preferred Stock, 1000 shares of its authorized preferred stock as Series B Preferred Stock and 1000 shares of its authorized preferred stock as Series C Preferred Stock;

FURTHER RESOLVED, that the Series A Preferred Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

PREFERENCE IN LIQUIDATION. The Series A Preferred Stock shall rank senior with respect to liquidation preference over the Series B Preferred Stock and the Series C Preferred Stock. Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of any class of the Corporation's securities, the holders of the Series A Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders an amount per share equal to the purchase price per share paid for the Series A Preferred Stock, i.e., \$5000 per share, plus all accrued unpaid dividends, if any. If, in the event of such liquidation, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Series A Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence,

then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

REDEMPTION.

(a) By the Corporation. The Corporation shall have the right to redeem all or any part of the Series A Preferred Stock at any time beginning on January 1, 1999 at a redemption price equal to \$5000 per share plus two percent (2%) per annum, compounded annually, plus accrued unpaid dividends, if any, to the redemption date.

(b) By the Holders. Any holder may cause the Corporation to redeem the shares of Series A Preferred Stock held by such holder, in whole or in part, on the anniversary date of issuance. The redemption price shall be equal to \$5000 per share plus accrued unpaid dividends, if any, to the redemption date.

DIVIDENDS. The holders of Series A Preferred Stock shall be entitled to dividends of \$1450 per share per year out of funds legally available therefor prior and in preference to payment of any dividend (other than dividends payable solely in common stock of the Corporation) with respect to all other shares of capital stock of any kind, series or class. No dividend or distribution shall be declared or paid on any shares of common stock or preferred stock (other than dividends payable solely in common stock of the Corporation) unless the preferred dividends described above have first been paid. The right to dividends on shares of Series A Preferred Stock shall be cumulative. Dividends shall be paid on or before the twentieth

(20th) day after the anniversary date of the issuance of the Series A Preferred Stock.

VOTING. Except as may be otherwise provided by law, the Series A Preferred Stock shall not have voting rights.

CONVERSION. The Series A Preferred Stock shall not be convertible into common stock or any other kind, series or class of capital stock.

FURTHER RESOLVED, that the Series B Preferred Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

PREFERENCE IN LIQUIDATION. The Series B Preferred Stock shall rank senior with respect to liquidation preference over the Series C Preferred Stock and junior with respect to liquidation preference compared to the Series A Preferred Stock. Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of any class of the Corporation's securities other than the holders of the Series A Preferred Stock, the holders of Series B Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders an amount per share equal to the purchase price per share paid for the Series B Preferred Stock, i.e., \$5000 per share, plus all accrued unpaid dividends, if any. If, in the event of such liquidation and following full payment to the holders of the Series A Preferred Stock of their preferred amounts, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Series B Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the

previous sentence. A merger or consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

REDEMPTION.

(a) By the Corporation. The Corporation shall have the right to redeem all or any part of the Series B Preferred Stock at any time beginning on January 1, 1999 at a redemption price equal to \$5000 per share plus one percent (1%) per annum, compounded annually, plus accrued unpaid dividends, if any, to the redemption date.

(b) By the Holders. Any holder may cause the Corporation to redeem the shares of Series B Preferred Stock held by such holder, in whole or in part, on the anniversary date of issuance. The redemption price shall be equal to \$5000 per share plus accrued unpaid dividends, if any, to the redemption date.

DIVIDENDS. The holders of Series B Preferred Stock shall be entitled to dividends of \$700 per share per year out of funds legally available therefor prior and in preference to payment of any dividend (other than dividends payable solely in common stock of the Corporation) with respect to all other shares of capital stock of any kind, series or class other than Series A Preferred Stock. No dividend or distribution shall be declared or paid on any shares of common stock or preferred stock (other than dividends payable solely in common stock of the Corporation and dividends paid on the Series A Preferred Stock) unless the preferred dividends described above have first been paid. The right to dividends on shares of Series B Preferred Stock shall be cumulative. Dividends shall be paid on or before the twentieth (20th) day after the anniversary date of the issuance of the

Series B Preferred Stock.

VOTING. Except as may be otherwise provided by law, the Series B Preferred Stock shall not have voting rights.

CONVERSION. The Series B Preferred Stock shall not be convertible into common stock or any other kind, series or class of capital stock.

FURTHER RESOLVED, that the Series C Preferred Stock shall have the following powers, preferences, rights, qualifications, limitations and restrictions:

PREFERENCE IN LIQUIDATION. The Series C Preferred Stock shall rank junior with respect to liquidation preference compared to the Series A Preferred Stock and the Series B Preferred Stock. Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of any class of the Corporation's securities other than the holders of the Series A Preferred Stock and the Series B Preferred Stock, the holders of Series C Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders an amount per share equal to the purchase price per share paid for the Series C Preferred Stock, i.e., \$5000 per share, plus all accrued unpaid dividends, if any. If, in the event of such liquidation and following full payment to the holders of the Series A Preferred Stock and the Series B Preferred Stock of their preferred amounts, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Series C Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or consolidation of

the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

REDEMPTION.

(a) By the Corporation. The Corporation shall have the right to redeem all or any part of the Series C Preferred Stock at any time beginning on January 1, 1999 at a redemption price equal to \$5000 per share plus accrued unpaid dividends, if any, to the redemption date.

(b) By the Holders. Any holder may cause the Corporation to redeem the shares of Series C Preferred Stock held by such holder, in whole or in part, on the anniversary date of issuance. The redemption price shall be equal to \$5000 per share plus accrued unpaid dividends, if any, to the redemption date.

DIVIDENDS. The holders of Series C Preferred Stock shall be entitled to dividends at an annual rate of nine percent (9%) out of funds legally available therefor prior and in preference to payment of any dividend (other than dividends payable solely in common stock of the Corporation) with respect to all other shares of capital stock of any kind, series or class other than Series A Preferred Stock and Series B Preferred Stock. No dividend or distribution shall be declared or paid on any shares of common stock or preferred stock (other than dividends payable solely in common stock of the Corporation and dividends paid on the Series A Preferred Stock and Series B Preferred Stock) unless the preferred dividends described above have first been paid. The right to dividends on shares of Series C Preferred Stock shall be cumulative. Dividends shall be paid quarterly in arrears.

VOTING. Except as may be otherwise provided by law, the Series C Preferred Stock shall not have voting rights.

CONVERSION. The Series C Preferred Stock shall not be convertible into common stock or any other kind, series or class of capital stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President and Secretary this 5 day of November, 1998.

PALM BEACH INVESTMENT GROUP, INC.

By:

Michael D. Shuda
Michael D. Shuda, President

Attest:

Jennifer L. McGhee
Jennifer L. McGhee, Secretary