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LAW OFFICES OF
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November 23, 1999

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

Re: Articles of Amendment to Articles of Incorporation to Nisker U.S.A., Inc.

Dear Sirs/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation to the above referenced corporation and a check in the amount of \$35.00 for the filing.

Please find same and return a stamped copy evidencing proof of filing.

Thank you for your assistance in this matter.

Very truly yours,


Mario Bramnick, Esquire

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-11/29/99--01103--010
*****35.00 *****35.00

MB/gv

Nisker/Dept of Corporations 11/23/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 29 PM 4: 08

Amend
HFS 12-7-99

ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TO

99 NOV 29 PM 4:09

ARTICLES OF INCORPORATION

OF

NISKER U.S.A., INC.

1. The name of the corporation is Nisker U.S.A., Inc. (the "Corporation").
2. Articles III of the Articles of Incorporation of the Corporation are amended to read as follows:

SEE ATTACHMENT A

3. This Amendment was recommended by the Board of Directors to the Corporation's Stockholders on November 16, 1999.

4. This Amendment was approved by the holders of a majority of the Corporation's Directors and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Nisker U.S.A., Inc. has caused these Articles of Amendment to be executed on this 16 day of November, 1999.

NISKER U.S.A., INC.

By:

David Nisker

David Nisker

Director and President

I HEREBY certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that David Nisker, who is personally known to me/who presented the following identification Known to me and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at the Country of Canada, Province of Quebec, this 16 day of November, 1999.

Monique Lemoine
Notary Public



2003
My Commission Expires

ATTACHMENT A

ARTICLE III

STOCK

The Corporation is authorized to issue two classes of shares to be designated respectively "Preferred" and "Common." The total number of Preferred shares authorized is 10,000 having a par value of \$.01 per share, and the total number of Common shares authorized is 1,000 having a par value of \$1.00 per share.

The rights, preferences, privileges and restrictions granted to or imposed upon the Preferred shares are as follows:

[1] Dividends

(1) The holders of outstanding Series A Common Stock shall be entitled to receive in any fiscal year, when and as declared by the Board of Directors, out of any assets at the time legally available therefore, distribution (as defined below) at the rate to be determined by the Board. Such distributions may be payable quarterly or otherwise as the Board of Directors may from time to time determine. Distributions may not be declared and paid upon Preferred shares in any fiscal year of the Corporation. The rights of distributions on the Common shares shall not be cumulative and no right shall accrue to holders of Common shares by reason of the fact that distributions on said shares are not declared in any prior year, nor shall any undeclared or unpaid distribution bear or accrue interest.

(2) "Distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common stock, or the purchase or redemption of shares of the Corporation for cash or property, including any such transfer, purchase or redemption by a subsidiary of the Corporation.

[2] Preference on Liquidation

(1) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Common shares then outstanding shall be entitled to be paid, out of the assets of the Corporation available for distribution to its Shareholders, whether from capital, surplus, or earnings, an amount equal to an equal rate per share of Common shares, plus all declared and unpaid dividends thereon to the date fixed for distribution. If upon liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its Shareholders shall be insufficient to pay the holders of the Common shares the full amount to which they shall be entitled, the holders of the Common shares shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

[3] Voting

(1) Holders of shares of Series A Preferred Stock shall be entitled to vote on any matter concerning the Corporation.

(2) Holders of the shares of Series A Common Stock shall not be entitled to vote on any matter concerning the Corporation.