

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P98000085510

CONTACT: CINDY HICKS

DATE: 5-8-00

REF. #: 204.11787

CORP. NAME: GSC Solutions, Inc

700003242177-1
-05/08/00--01037--024
*****43.75 *****43.75

- | | | |
|------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 4072 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

G. COULLETTE MAY 8 2000

RECEIVED
00 MAY -8 AM 10:31
FILED
00 MAY -8 AM 11:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
GSL SOLUTIONS, INC.**

FILED
00 MAY -8 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GSL SOLUTIONS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on October 2, 1998 and amended on October 21, 1999.
2. As amended below, Article V of the Articles of Incorporation changes the current capital structure of the Corporation by replacing the existing single class of common stock with 1,000,000 shares of Voting Common Stock, par value \$1.00 per share and 1,000,000 shares of Nonvoting Common Stock, par value \$1.00 per share.
3. Pursuant to Section 607.1003(6), Florida Statutes, this amendment to the Articles of Incorporation was approved by the unanimous written consent of the shareholders of the Corporation as of March 7, 2000, and approved by the unanimous written consent of the board of directors as of March 7, 2000.
4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article V of the Articles of Incorporation of the Corporation shall read as follows:

* * * *

Article V - Capital Stock

a. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of Voting Common Stock (the "Voting Common Stock"), with a par value of \$1.00 per share; and

1,000,000 shares of Nonvoting Common Stock (the "Non-voting Common Stock"), with a par value of \$1.00 per share.

b. Payment for Stock. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

c. Voting. The entire voting power of this Corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. There shall be no cumulative voting in the election of directors.

d. Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

e. Preferences in the Event of Liquidation. Upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article V.e.

* * * *

IN WITNESS WHEREOF, GSL SOLUTIONS, INC. has caused these Articles of
Amendment of the Articles of Incorporation to be executed by its President, this 7 day
of March, 2000.

GSL SOLUTIONS, INC.

By: Michael A. Gaines
Michael A. Gaines, President

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