

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

P98000085510

FILING COVER SHEET
ACCT. #FCA-14

FILED
01 FEB 15 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 2-15-01

REF. #: 204

CORP. NAME: GSL Solutions, Inc

- | | | |
|--|---|--|
| <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: | | |
- 200003706287--7
-02/16/01--01005--004
*****43.75 *****43.75

STATE FEES PREPAID WITH CHECK# 4031 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 _____

Q. COULLETTE FEB 16 2001

FILED
01 FEB 15 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
01 FEB 15 PM 4:17
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 and May 8, 2000.

2. Pursuant to Section 607.1003(6), Florida Statutes, this amendment to the Articles of Incorporation was approved by written consent of a majority of the voting common shareholders of the Corporation without the action of the board of directors, as of 17 November, 2000. The number of votes cast by holders of the voting common stock was sufficient for approval of this amendment.

3. As amended below, Article V of the Articles of Incorporation changes the current capital structure of the Corporation.

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 as follows:

1. Common Stock.

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 "Nonvoting Common Stock") with a par value of \$1.00 per share.

The shares of Common Stock shall entitle the holder thereof to such rights and privileges with respect to voting, dividends, preferences in liquidation and such other rights as are specifically set forth in paragraphs (b) through (e) of this Article V.

2. Preferred Stock.

1,000,000 shares of preferred stock with a par value of \$1.00 per share (the "Preferred Stock").

The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- i. the designation of such series;
- ii. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;
- iii. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

iv. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

v. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;

vi. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;

vii. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

viii. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

(b) Payment for Stock. The consideration for the issuance of such 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. Subject to such voting rights, whether as a separate voting group or together with the Common Stock as a single voting group, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) 2. of this Article V, the entire voting power of this Corporation shall be vested in the 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 nonvoting stock shall not be entitled to any voting rights by virtue of such ownership. Except as otherwise provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) 2. of this Article V, there shall be no cumulative voting in the election of directors.

(d) Dividends. Subject to such dividend rights, whether preferential, participating or both, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) 2. of this Article V, 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. Subject to such liquidation preferences and participation rights as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (a) 2. of this Article V, 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 holders of 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 17 day of November, 2000.

GSL SOLUTIONS, INC.

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

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