

P98000092414
BRASHEAR & ASSOCIATES, P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
AMY SINELLI

June 26, 2000

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

600003305886-0042
-06/27/00-0703
*****43.75 *****43.75

RE: TRADE-PMR, INC.

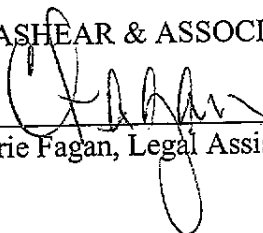
Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOCIATES, P.L.


Carrie Fagan, Legal Assistant

Enclosures

*Amend
7-12-00
AKS*

FILED
00 JUN 27 AM 9:16
OFFICE OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TRADE-PMR, INC.**

FILED

00 JUN 27 AM 9:16

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned corporation hereby adopts the following Amendment to the Articles of Incorporation of TRADE-PMR, INC., pursuant to the actions of a majority of the shareholders on June 12, 2000.

1. The following amendments to the Articles of Incorporation of TRADE-PMR, INC., were adopted by holders of a majority of the outstanding shares of the common stock of the corporation on June 12, 2000, in the manner prescribed by the Florida General Corporation Act:

FOURTH

The total number of shares of all classes of stock which the corporation shall have authority to issue is divided into 10,000 shares of common stock at \$.001 par value and 10,000 shares of preferred stock at a \$.001 par value. The class of common stock shall include the following preferences, rights, qualifications, limitations, and restrictions:

(a) Subject to any prior rights to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the board of directors, from funds legally available for payment of dividends.

(b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The board of directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the consideration so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger or consolidation of this

corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).

(c) Except as provided by law or this certificate of incorporation with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;
- (g) The voting rights, if any, to which the holders of shares of the series shall be entitled in

addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

SIXTH

The Corporation shall indemnify all persons who may serve, or who have served at any time, as directors or officers, or who at the request of the Board of Directors of the Corporation may serve, or at any time have served, as directors or officers of another corporation in which the Corporation at some time owned, or may own, shares of stock or which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director officer or former director or officer or person shall be adjudged in any action suit, or proceeding to be liable for his own gross negligence or misconduct in the performance of his duty. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

2. The number of shares of the corporation outstanding at the time of such adoption was 1,500 shares common stock; and the number of shares entitled to vote was 1,500 shares common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class

Number of Shares

Common

1,500

4. The number of shares voted for the amendment of Articles Fourth and Sixth was 1,500, the number of shares voted against such amendment was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was -0-.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Articles Fourth and Sixth was sufficient for approval by the common stock shareholders.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Amendment on June 26, 2000.

TRADE-PMR, INC.

By: Robb W. Baldwin

ROBB W. BALDWIN, President

Attest: Michael K. Baldwin

MICHAEL K. BALDWIN, Secretary

Corporate Seal

STATE OF FLORIDA

COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBB BALDWIN holding the offices of President and MICHAEL K. BALDWIN, as Secretary of TRADE-PMR, INC., to me known to be the persons described in and who executed the foregoing Articles of Amendment, and upon oath acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of June, 2000.



Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Carrie P. Fagan
Notary Public, State at Large

Printed Name: _____

My Commission Expires: _____