

P98000098614

FILING COVER SHEET

REFERENCE: 0150.4742

DATE: 12-7-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Hurwitz Kroll & Partners, Inc

RECEIVED

STATE FEES PREPAID WITH CHECK # 3751 FOR \$ 35.00

PLEASE FILE: Articles of Correction

- ARTICLES OF INC. AMENDMENT DISSOLUTION
- ANNUAL REPORT MERGER WITHDRAWAL
- QUALIFICATION LIMITED PARTNERSHIP ANNUAL REPORT
- FICTITIOUS NAME LIMITED LIABILITY REINSTATEMENT
- TRADEMARK/SERVICE UCC-1 UCC-3

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

Examiner's Initials *me* 12/8

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98 DEC -7 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00



**PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

CINDY HICKS
CORPORATE & CRIMINAL RESEARCH SERVICES
TALLAHASSEE, FL

SUBJECT: HURWITZ KROLL & PARTNERS, INC.
Ref. Number: P98000098614

We have received your document for HURWITZ KROLL & PARTNERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 598A00057635

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99DEC-9 PM 1:16
DIVISION OF CORPORATIONS

**ARTICLES OF CORRECTION
TO
ARTICLES OF INCORPORATION
OF
HURWITZ KROLL & PARTNERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 of the Florida Business Corporation Act (the "Act"), HURWITZ KROLL & PARTNERS, INC. (the "Corporation"), Charter #P98000098614, adopts the following Articles of Correction:

1. Attached hereto as Exhibit A is the Articles of Incorporation of the Corporation (the "Articles") filed on November 23, 1998.
2. Article III of the Articles failed to properly state the correct par value and set forth certain provisions relating to the classes of capital stock of the Corporation.
3. Article III of the Articles is hereby corrected to read in its entirety as follows:

"ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock") and (ii) One Million (1,000,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

A. Provisions relating to Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.
2. Preferences. Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:
 - (a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

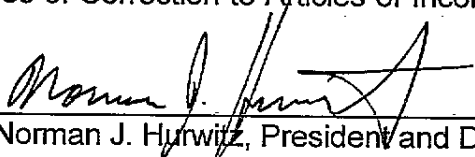
- (b) the number of shares to constitute the class or series and the designations thereof;
 - (c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;
 - (d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;
 - (e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;
 - (f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;
 - (g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;
 - (h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and
 - (i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.
3. The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution

adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.
2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.
3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock."

IN WITNESS WHEREOF, the undersigned, being the President and a Director of the Corporation has executed these Articles of Correction to Articles of Incorporation this 2nd day of December, 1998.



Norman J. Hurwitz, President and Director

**ARTICLES OF INCORPORATION
OF
HURWITZ KROLL & PARTNERS, INC.**

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ARTICLE I

The name of the corporation is HURWITZ KROLL & PARTNERS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 8390 N.W. 53rd Street, Miami, Florida 33166.

ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Twenty One Million (21,000,000), consisting of (i) Twenty Million (20,000,000) shares of Common Stock, par value \$.01 per share (the "Common Stock") and (ii) One Million (1,000,000) shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock").

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty percent (50%) of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Norman J. Hurwitz
8390 N.W. 53rd Street
Miami, Florida 33166

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John C. Kroll
8390 N.W. 53rd Street
Miami, Florida 33166

ARTICLE VII

The name of the Incorporator is Corporation Service Company and the address of the incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of November, 1998.




Karen B. Rozar, As Its Agent, Incorporator
Corporation Service Company

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HURWITZ KROLL & PARTNERS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



Karen B. Rozar, As Its Agent
Dated: November 23, 1998