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BASIC AMENDMENT

RK HOLDINGS, INC.

Certificate of Status	0
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H04000069277 3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RK HOLDINGS, INC.**

(Corporation Document No. P9800105173)

RK HOLDINGS, INC, a Florida corporation, by and through its President, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

Pursuant to §607.1006 of the Florida Statutes, the Board of Directors of the corporation and the Shareholders of the corporation adopted by unanimous consent, in accordance with §607.0821 and §607.0704 of the Florida Statutes, on March 31, 2004, the following amendments to the Articles of Incorporation of the corporation:

ITEM 1: Article I is hereby amended to read as follows:

ARTICLE I - NAME AND PRINCIPAL ADDRESS

"The name of the corporation is TERRA CONSTRUCTION GROUP, INC. and the principal address of the corporation is 13400 Pine Street SW Largo, Florida 33774."

ITEM 2: Article IV is hereby amended to read as follows:

ARTICLE IV - AUTHORIZED SHARES OF STOCK

"1. **Authorized Shares.** The maximum number of shares of stock that the corporation shall have authority to issue is 5,000,000 shares of \$.01 par value Class A Common Stock, and 2,500,000 \$.01 par value Class B Common Stock, comprised of shares of the following sub-classes:

- a. 1,000,000 shares \$.01 par value Class B-1 Common Stock;
- b. 500,000 shares of \$.01 par value Class B-2 Common Stock;
- c. 1,000,000 shares of \$.01 par value Class B-3 Common Stock;

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2. Dividends. After any Class B-1, B-2, or B-3 Common Stock shares are transferred to the corporation's employee stock ownership plan (the "ESOP") and for as long as the shares so transferred remain Class B-1, B-2, or B-3 Common Stock shares with preferred dividend rights as provided herein, (a) each holder of shares of Class B-1, B-2, and B-3 Common Stock shall be entitled to receive, before any dividend may be declared on the Class A Common Stock, when, as and if declared by the Board of Directors of the corporation out of any funds legally available therefore, cumulative dividends in cash at the rate of \$.75 per share per year payable each year on dividend payment date(s) to be determined by the Board of Directors from time to time; and (b) the total dividend, if any, declared on the Class B-1, B-2 and B-3 Common Stock for any 12 month period from April 1 to March 31 must be equal to or greater than the aggregate total dividend declared on the Class A Common Stock for that year. As of the date the loan(s) made to the ESOP to permit it to purchase Class B-1, B-2, or B-3 Common Stock is/are repaid in full (and provided that a prorata share of the \$.75 per share dividend shall have then been paid for the applicable 12-month period), the preferred dividend feature of the Class B-1, B-2, and B-3 common shares shall terminate and all dividends on the Class A and Class B Common Stock shall be paid at the same rate and without preference.

3. Conversion.

a. Currently Outstanding Shares. Immediately upon the effectiveness of the amendments herein, and without further action by the corporation or any shareholder, all currently issued and outstanding share of capital stock of the corporation shall automatically be changed and converted into one hundred(100) shares of Class A Common Stock and nine hundred eighty thousand (980,000) shares of Class B-1 Common Stock which shares shall be issued prorata to the current shareholders in accordance with their current ownership of the issued and outstanding capital stock of the corporation.

b. Class B Common Stock. Upon the termination of the preferred dividend payable on the Class B Common Stock, all Class B Common Stock shares purchased by the ESOP shall be automatically converted, on a one-to one share basis, into Class A Common Stock shares.

4. Voting Rights. The holders of shares of Class A Common Stock and Class B Common Stock shall vote as a single class, and each holder of shares of Class A Common Stock or Class B Common Stock shall be entitled to cast one vote at every meeting of the shareholders for each share of stock so held."

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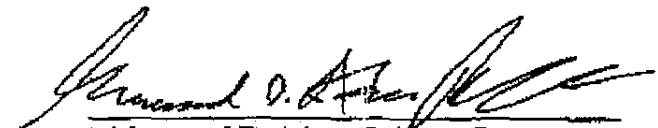
H04000069277 3

ADOPTION AND EFFECTIVE DATE OF AMENDMENTS

The foregoing amendments to the Articles of Incorporation were duly adopted and approved by both the Board of Directors and the Shareholders of the corporation on March 31, 2004, and the number of votes cast for the amendments was sufficient for approval.

This Amendment shall be effective April 1, 2004.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 31st day of March, 2004.



Mohammad D. Adnan Rahman, President

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