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CAPITAL CONNECTION, INC.

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FILED
99 APR 26 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Odayco, Inc

RECEIVED

99 APR 26 AM 10:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Amend.

4-26-99

Signature

CC

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ODAYCO, INC.

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, this For Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is ODAYCO, INC.

SECOND: AMENDED ARTICLE V: CORPORATE POWER AND AUTHORITY

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida, as modified by the following:

A. The business and the operations of the corporation shall be limited to the acquisition and holding of the stock in the Florida corporation Albayan, Inc., and the issuance of securities and other activities necessary and appropriate to carry out the foregoing.

B. The corporation shall not incur any debt or pledge its stock except as may be expressly authorized in writing by Parmann Mortgage Associates, L.P. (Lender).

C. As long as Lender's first mortgage is outstanding on property owned and mortgaged by Albayan, Inc., the corporation shall not (i) change the limitations set forth in this Article; (ii) dissolve or liquidate the corporation prior to payment in full of said first mortgage; and (iii) merge with any entity, or transfer or pledge any of its property or assets without the written consent of Lender.

D. The corporation shall not
(i) engage in any business or activity other than the ownership of the stock in Albayan, Inc. and activities incidental thereto;
(ii) acquire or own any material assets other than said stock and such incidental personal property as may be necessary for corporate operations;
(iii) merge into or consolidate with any person or entity, dissolve, terminate or liquidate in whole or in part, or transfer or otherwise dispose of all or substantially all of its assets or change its legal structure, without in each case Lender's consent;

(iv) fail to preserve its existence as a separate legal entity, validly existing and in good standing under the laws of the State of Florida, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of its Articles of Incorporation, as may be further amended or supplemented, if such amendment, modification, termination or failure to comply would adversely affect the ability of the corporation to perform its obligations to Lender;

(v) own any other subsidiary or make any investment in any other person or entity without the express written consent of Lender;

(vi) commingle its assets with the assets of any of its shareholders, affiliates, principals or of any other person;

(vii) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the debt and trade payables incurred in the ordinary course of business, provided same are paid when due;

(viii) fail to maintain its records, books of account and bank accounts separate and apart from those of the shareholders, principals and affiliates of the corporation or of any other person;

(ix) enter into any contract or agreement with any shareholder, principal or affiliate of the corporation, Guarantor, or Indemnitor, or any general partner, member, principal or affiliate thereof, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than any shareholder, principal or affiliate of corporation, Guarantor or Indemnitor, or any general partner, member, principal or affiliate thereof;

(x) seek the dissolution or winding up in whole, or in part, of the corporation;

(xi) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any general partner, member, shareholder, principal or affiliate of the corporation, or any shareholder, principal or affiliate thereof or any other person;

(xii) hold itself out to be responsible for the debts of another person;

(xiii) make any loans or advances to any third party, including any shareholder, principal or affiliate of the corporation, or any general partner, principal or affiliate thereof;

(xiv) fail to file its own tax returns;

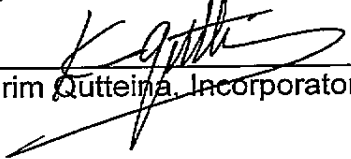
(xv) fail either to hold itself out to the public as a legal person separate and distinct from any other person or to conduct its business solely in its own name in order not to mislead others as to the identity with which such other party is transacting business, or to suggest that the corporation is responsible for the debts of any third party (including any shareholder, principal or affiliate of the corporation, or any general partner, principal or affiliate thereof);

(xvi) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; or

(xvii) file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors.

THIRD: These Articles of Amendment are adopted this 23rd day of April, 1999, by the incorporator, without shareholder action, because shares have not yet been issued and shareholder action is not required.

Signed this 23rd day of April, 1999


Karim Qutteina, Incorporator