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BASIC AMENDMENT

GEDEX INTER CORP.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

*Amendment*

*08/13/03*

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ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
GEDEX INTER CORP.,  
a Florida corporation

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1. The name of the corporation is GEDEX INTER CORP. ("Corporation").
2. The Corporation's Articles of Incorporation were filed with the Secretary of State of Florida on May 6, 1999 effective May 1, 1999, and amended on May 12, 2003.
3. Article III of the Corporation's Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have authority to issue is FIFTY ONE THOUSAND shares of stock consisting of: ONE THOUSAND (1,000) shares of Common Stock, par value \$1.00 per share, entitling the holders thereof to one (1) vote per share; and FIFTY THOUSAND (50,000) shares of Series A Preferred Stock, par value \$10.00 per share, having the following rights and preferences:

(a) The Series A Preferred Stock shall be non-voting stock except, and only to the extent, its vote is required for approval of any matter pursuant to the Florida Business Corporation Act.

(b) In the event of any dissolution, liquidation or winding up of the Corporation, each share of Series A Preferred Stock shall have a liquidation preference over the Common Stock of the Corporation of ten dollars (\$10) per share, and except for the right to the payment of this liquidation preference, the holders of the Series A Preferred Stock shall not participate in or receive any distribution or payment from the Corporation in respect of shares of Series A Preferred Stock upon liquidation or otherwise. Without limiting the generality of the foregoing sentence, the Series A Preferred Stock shall not have the right to receive any dividends, even if dividends are declared or paid in respect of the Common Stock, unless and to the extent that dividends are specifically declared upon the Series A Preferred Stock.

(c) Series A Preferred Stock shall not be convertible into Common Stock or any other security of the Corporation.

(d) Series A Preferred Stock may be repurchased from the holder(s) thereof by the Corporation, at any time, or from time to time, in whole or in part, whether upon a proposed Transfer (defined below) of the Series A Preferred Stock or otherwise,

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in the Corporation's sole discretion. Any repurchase of Series A Preferred Stock by the Corporation shall be effective upon delivery of written notice of such repurchase given to the holder(s) thereof at his (their) address(es) on the books and records of the Corporation and payment to such holder(s) of ten dollars (\$10) per share for each share of Series A Preferred Stock repurchased.

(e) Shares of the Series A Preferred Stock may not be assigned, sold, pledged, encumbered, optioned or otherwise transferred (each, a "Transfer") unless the holder of such shares (i) gives written notice to the Corporation of the proposed Transfer that describes the material terms and conditions of the proposed Transfer and identifies the prospective transferee, and (ii) waits for a period of forty five (45) days after the giving of such notice before making the Transfer set forth in the notice. If during such forty five (45) day period the Corporation exercises its right to repurchase the Series A Preferred Stock, then the holder of such shares shall be required to sell such shares to the Corporation at \$10 per share, regardless of the terms of the proposed Transfer.

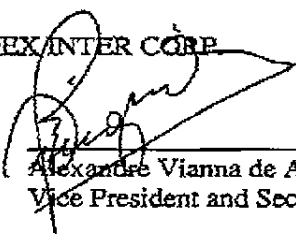
Shares of Common Stock or Series A Preferred Stock may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may determine."

3. This Amendment to the Articles of Incorporation received the unanimous approval of both the shareholders and directors of the Corporation, by Written Consent dated July 7, 2003, which vote was sufficient for its approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed this 10<sup>th</sup> day of August, 2003.

GEDEX/INTER CORP

By:

  
Alexandre Vianna de Aguiar,  
Vice President and Secretary

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