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Florida Department of State

Division of Corporations

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BASIC AMENDMENT**GSG HOLDINGS, INC.**

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GSG HOLDINGS, INC.
(a Florida corporation)

Pursuant to Section 607.1006 of the Florida Business Corporation Act, **GSG HOLDINGS, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on July 30, 1999, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **GSG HOLDINGS, INC.**
2. Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is fifty million (50,000,000) shares, consisting of (a) forty-five million (45,000,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock") and (b) five million (5,000,000) shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

A statement of the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of stock of the Corporation, is as follows:

A. 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 as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors 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 of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

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- (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, if any, 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's capital stock 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 rights or limitations with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors 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 of Directors may decrease the number of

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of **GSG HOLDINGS, INC.** this 26th day of May, 2000.

GSG HOLDINGS, INC.

By: 
Charlie Alvarez, President