

CT CORPORATION SYSTEM

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CORPORATION NAME

Baja Waterford, Inc.

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01 JUN 29 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amended

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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STATE OF FLORIDA
CORPORATION
DIVISION
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NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING
W. P. Verrier

6/29/01

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-06/29/01--01078--007
Amount: \$ *****8.75 *****8.75

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RR
7/2/01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAJA WATERFORD, INC.
(present name)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The corporation's Articles of Incorporation are amended by replacing ARTICLE IV in its entirety with the following:

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is One Thousand One Hundred (1,225), (a) 1,000 of which shares are of the same class and are designated "Common Shares;" the par value of each such Common Share is One Cent (\$.01), and (b) 225 of which shares are of the same class and are designated "Series A Voting Preferred Shares;" the par value of each such Series A Voting Preferred Share is One Cent (\$.01). The Series A Voting Preferred Shares shall have the following rights, terms and privileges:

1. **Dividends.**

(a) **Preferential Dividends.** The holders of the Series A Voting Preferred Shares are entitled to receive preferential cumulative dividends in cash at the annual rate of 9.25% of One Thousand Dollars (\$1,000) (the "Series A Issue Price") per share (provided that if the corporation, at any time which the Series A Voting Preferred Shares are outstanding, shall subdivide or combine the Series A Voting Preferred Shares, the Series A Issue Price for the purpose of calculating the dividends payable pursuant to this Section 1(a) shall be proportionately reduced, in the case of a subdivision, or proportionately increased, in the case of a combination, as of the effective date of such subdivision or combination), payable as declared by the Board of Directors. Dividends on each share of Series A Voting Preferred Shares will accrue without interest from the date on which such share is issued. To the extent there are funds legally available, the corporation will declare and pay dividends pursuant to this Section 1(a) at least quarterly. Such payments shall be made in arrears.

(b) **Other Dividends.** The holders of the Series A Voting Preferred Shares shall not be entitled to participate in any other dividends of the corporation other than as set forth in Section 1(a). The corporation shall not at any time directly or indirectly declare or pay any dividend on Common Stock or on any other class or series of preferred stock unless full cumulative dividends on the Series A Voting Preferred Stock for all past dividend periods and for the current dividend period shall have been declared and paid or a sum in cash sufficient for the payment thereof has been set aside apart for payment.

2. Liquidation, Dissolution or Winding Up.

(a) Treatment at Liquidation, Dissolution or Winding Up.

(i) In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any distribution may be made with respect to the Common Stock or any other series of capital stock, holders of each share of Series A Voting Preferred Shares shall be entitled to be paid out of the assets of the corporation available for distribution to holders of the corporation's capital stock of all classes, whether such assets are capital, surplus, or capital earnings, an amount equal to \$1,000 per share of Series A Voting Preferred Shares (which amount shall be subject to equitable adjustment whenever there shall occur a stock split, stock dividend, combination, reclassification or other similar event involving the Series A Voting Preferred Shares) plus all cumulated but unpaid dividends thereon since the date of issue up to and including the date full payment (collectively, the "Series A Liquidation Amount") shall be tendered to the holders of the Series A Voting Preferred Shares with respect to such liquidation, dissolution or winding up.

(ii) If the assets of the corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Voting Preferred Stock the full amount of the Series A Liquidation Amount to which they shall be entitled, the holders of the Series A Voting Preferred Shares shall share ratably in any distribution of assets in proportion to the full preferential amount each such holder would otherwise be entitled to receive.

(iii) After the payment of the Series A Liquidation Amount shall have been made in full to the holders of the Series A Voting Preferred Shares or funds necessary for such payment shall have been set aside by the corporation in trust for the account of holders of the Series A Voting Preferred Shares so as to be available for such payments, the holders of Series A Voting Preferred Shares shall be entitled to no further participation in the distribution of the assets of the corporation and the remaining assets of the corporation legally available for distribution to its shareholders shall be distributed among the holders of other classes of securities of the corporation in accordance with their respective terms.

(b) Distributions in Cash. The Series A Liquidation Amount shall in all events be paid in cash.

3. Voting Power. Except as or as required by law, each holder of Series A Voting Preferred Shares shall be entitled to vote on all matters and shall be entitled to that number of votes per share of Series A Voting Preferred Shares as determined by dividing (a) the total number of votes represented by the Series A Voting Preferred, by (b) the total number of shares of Series A Voting Preferred authorized. The total number of votes represented by the Series A Voting Preferred shall be equal to the product of (a) 50%, multiplied by (b) the total number of votes represented by all of the then issued and outstanding votes of capital stock of the corporation, including the Series A Voting Preferred Shares.

Except as required by law, the holders of shares of Series A Voting Preferred Stock and Common Stock shall vote together as a single class on all matters.

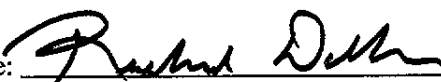
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of the amendment's adoption: June 28, 2001.

FOURTH: The amendment was unanimously approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28th day of June, 2001.

Signature: 
Richard Dahlen, Chief Executive Officer