

APR -16' 03 (WED) 08:03 BILZIN, SUMBERG, ET. AL

TEL:305-374-7593

P. 001

Division of Corporations

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P99000095704

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## BASIC AMENDMENT

C.P. MOTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

*Amendment*  
*04/16/03*

April 15, 2003

C.P. MOTION, INC.  
7211 SW 62 AVE.  
120  
MIAMI, FL 33143

SUBJECT: C.P. MOTION, INC.  
REF: P99000095704

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Susan Payne  
Senior Section Administrator

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
C.P. MOTION, INC.**

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The undersigned, Raymond G. Weisbein, being the President and Chief Executive Officer of C.P. MOTION, INC., a Florida corporation (the "Corporation"), incorporated on November 1, 1999, under Document No. P99000095704, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation are hereby amended as follows:

Article 6 of the Articles of Incorporation is hereby amended by deleting the text of such Article 6 in its entirety and replacing such text with the following:

**"ARTICLE 6 – COMBINATIONS OF CAPITAL STOCK**

Upon the effectiveness of a reverse split or other combination with respect to any class or series of authorized stock of the Corporation that is effectuated pursuant to Section 607.10025 of the Florida Business Corporation Act (the "Act"), the number of authorized shares of the classes and/or series of authorized stock of the Corporation that are affected by such reverse split or other combination shall not be reduced or otherwise adjusted as a result of such reverse split or other combination."

Article 7 of the Articles of Incorporation is hereby amended by deleting the text of such Article 7 in its entirety and replacing such text with the following:

**"ARTICLE 7 – CORPORATE CAPITALIZATION**

The total number of shares of capital stock which the Corporation is authorized to issue is one hundred million (100,000,000) divided into two classes as follows:

- (1) seventy-five million (75,000,000) shares of common stock, \$0.001 par value per share ("Common Stock"); and
- (2) twenty-five million (25,000,000) shares of preferred stock, \$0.001 par value per share ("Preferred Stock").

The holders of Common Stock shall be entitled to one vote for each share on all matters required or permitted to be voted on by the shareholders of the Corporation, subject to any and all restrictions provided for in that certain Shareholders' Agreement, dated as of April 1, 2003, entered into by and among the Corporation and its shareholders, as such agreement may be amended from time to time.

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The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of these Articles of Incorporation, to provide for the issuance of shares of Preferred Stock in series, and by filing articles of amendment pursuant to the Florida Business Corporation Act, to establish from time to time the number of shares to be included in each such series, and to fix the voting powers, designations, preferences, and relative, participating, optional, or other special rights of the shares of each such series, and the qualifications, limitations, or restrictions thereof.

The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- (1) the number of shares constituting that series and the distinctive designation of that series; and
- (2) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series; provided, that dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the Common Stock with respect to the same dividend period; and
- (3) whether that series shall have voting rights, in addition to the voting rights required by law, and, if so, the terms of such voting rights; and
- (4) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including, without limitation, provision for adjustment of the conversion rate in such events as the Board of Directors shall determine; and
- (5) whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including, without limitation, the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and
- (6) whether that series shall have a sinking fund for the redemption or purchase of shares of that series and, if so, the terms and amount of such sinking fund; and
- (7) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the

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Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(8) any other relative, participating, optional, or other special rights, preferences, qualifications, restrictions, and limitations of that series.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the holders of shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto."

After the end of ARTICLE 16 – AMENDMENT of the Articles of Incorporation, the following language is hereby added:

**"ARTICLE 17 – AFFILIATED TRANSACTIONS**

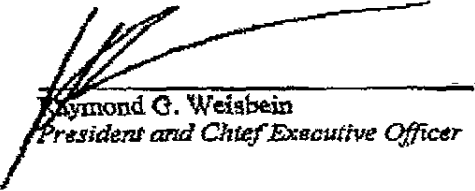
Pursuant to and in accordance with Section 607.0901(5)(c) of the Act, the Corporation hereby expressly elects not to be governed by Section 607.0901 of the Act.

**ARTICLE 18 – CONTROL-SHARE ACQUISITIONS**

Pursuant to and in accordance with Section 607.0902(5) of the Act, it is hereby expressly provided that Section 607.0902 of the Act does not apply to "control-share acquisitions" (as such term is defined in such Section 607.0902) of shares of the Corporation."

Each of the foregoing amendments of the Articles of Incorporation of the Corporation have been duly and unanimously authorized and directed by the board of directors and the shareholders of the Corporation pursuant to a Joint Unanimous Written Consent of Shareholders and Board of Directors in Lieu of Special Meetings Thereof dated as of April 14<sup>th</sup>, 2003. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesaid as of the 14<sup>th</sup> day of April, 2003, on behalf of the Corporation.

  
Raymond G. Weisbein  
President and Chief Executive Officer

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