

P99000106507

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 AM 10:16

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003481840--1
-11/30/00--01096--001
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____

Name (Printed or typed)

11/29/2000

te 11/29/2000 FedEx Tracking Number

824432956106

nder's
me YA DING XING

Phone 727-533-9451

Company AQUALUX CORPORATION

Address 15375 ROOSEVELT BLVD # 203

Dept./Floor/Suite/Room

y CLEARWATER

State

FL

ZIP

33760

ur Internal Billing Reference

Amend

NOTE: Please provide the original and one copy of the articles.

V. SHEPARD JAN 3, 2001



Amendments

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 2000

AGUALUX CORPORATION
15375 ROOSEVELT BLVD., #203
CLEARWATER, FL 33760

SUBJECT: AGUALUX CORPORATION
Ref. Number: P99000106507

We have received your document for AGUALUX CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2000 corporate annual report/uniform business report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report/uniform business report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600 reinstatement fee, \$61.25 filing fee for the current year, and \$88.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 200A00062007

RECEIVED
00 DEC 29 AM 8:29
DIVISION OF CORPORATIONS

**Articles of Amendment
To
Articles of Incorporation
Of
AquaLux Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 29 AM 10:16

Pursuant to the provisions of Section 60.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

The Certificate of Designation of the AquaLux Corporation Series A, 10% Convertible, Redeemable Preferred Stock given in Exhibit I is adopted as an amendment to the AquaLux Corporation Articles of Incorporation.

SECOND:: No issued shares are being exchanged, reclassified, or canceled.

THIRD: The date of the amendment's adoption is November 21, 2000.

FOURTH: Adoption of Amendment(s):

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 21st day of November, 2000.

Signature: _____

John E. Lux, President and Chairman of the Board of Directors

Exhibit I

AquaLux Corporation
Certificate of Designation
of the Series A 10% Convertible, Redeemable Preferred Stock,

The Board of Directors hereby authorizes the issuance of 2,000,000 shares of Convertible Preferred Convertible Redeemable Preferred Stock filed with the Corporation's Secretary, which contains the designations, rights, powers, preferences, qualifications and limitations of the Series A 10% Convertible, Redeemable Preferred Stock.

Upon issuance, the shares of the Series A 10% Convertible, Redeemable Preferred Stock offered hereby will be fully paid and non-assessable.

Dividends

The holders of the Series A 10% Convertible, Redeemable Preferred Stock are entitled to receive if, when and as declared by the Board of Directors out of funds legally available therefor, cumulative dividends at the rate of 10% of the stated and liquidation value per share per annum, payable quarterly on the last business day of March, June, September and December of each year, (each a "Dividend Payment Date"), to the holders of record as of a date, not more than 60 days prior to the Dividend Payment Date, as may be fixed by the Corporation's Board of Directors. Dividends accrue from the first day of the year in which such dividend may be payable, except with respect to the first annual dividend which shall accrue from the date of issuance of the Convertible Preferred Stock.

Dividends on the Convertible Preferred Stock will accrue whether or not the Corporation has earnings, whether or not there are funds legally available for the payment of such dividends and whether or not such dividends are declared. Dividends accumulate to the extent they are not paid on the Dividend Payment Date to which they relate. Accumulated unpaid dividends will not bear interest. Under Florida Law, the Corporation may declare and pay dividends or make other distributions on the Corporation's capital stock only out of capital surplus, as defined in the Florida Law. The payment of dividends and any future operating losses will reduce such surplus, which may adversely affect the Corporation's ability to continue to pay dividends on the Series A 10% Convertible, Redeemable Preferred Stock. In addition, no dividends or distributions may be declared, paid or made if the Corporation is or would be rendered insolvent by virtue of such dividend or distribution.

No dividends may be paid on any shares of capital stock ranking junior to the Series A 10% Convertible, Redeemable Preferred Stock (including the Common Stock) unless and until all accumulated and unpaid dividends on the Series A 10% Convertible Preferred Stock have been declared and paid in full.

Conversion

At the election of the holder thereof, each share of Series A 10% Convertible, Redeemable Preferred Stock will be convertible into Class A Common Stock at any time on or after the date of issuance and prior to redemption at a conversion rate of 1.0 share of Class A Common Stock for each share of Series A 10% Convertible, Redeemable Preferred Stock (the "Conversion Price"). The Conversion Price is subject to adjustment from time to time in the event of (i) the issuance of Common Stock as a dividend or distribution on any class of the Corporation's capital stock; (ii) the combination, subdivision or reclassification of the Common Stock; (iii) the distribution to all holders of Common Stock of evidences of the Corporation's indebtedness or assets (including securities, but excluding cash dividends or distributions paid out of earned surplus); (iv) the Corporation's failure to pay a dividend on the Series A 10% Convertible, Redeemable Preferred Stock within 30 days of a Dividend Payment Date, which will result in each instance in a reduction in the Conversion Price per share by the amount of the dividend due on that Dividend Payment Date, but not below 50% of the initial per share Conversion Price of the shares of Common Stock issuable upon conversion of the Series A 10% Convertible, Redeemable Preferred Stock; or (v) the sale of Common Stock at a price, or the issuance of options, warrants or convertible securities with an exercise or conversion price per share, less than the lower of the then current Conversion Price or the then current market price of the Common Stock (except upon exercise of options outstanding on the date of this Private Placement Memorandum or options thereafter granted to employees, officers, directors, stockholders or consultants pursuant to existing stock option plans). No adjustment in the Conversion Price will be required until cumulative adjustments require an adjustment of at least 5% in the Conversion Price. No fractional shares will be issued upon conversion, but any fractions will be adjusted in cash on the basis of the then current market price of the Common Stock. Payment of accumulated and unpaid dividends will be made upon conversion to the extent of legally available funds. The right to convert the Series A 10% Convertible, Redeemable Preferred Stock terminates on the date fixed for redemption.

In case of any consolidation or merger to which the Corporation is a party (other than a consolidation or merger in which the Corporation is the surviving party and the Common Stock is not changed or exchanged), or in case of any sale or conveyance of all or substantially all of the Corporation's property and assets, each share of Series A 10% Convertible, Redeemable Preferred Stock then outstanding will be convertible from and after such merger, consolidation or sale or conveyance of property and assets into the kind and amount of shares of stock or other securities and property receivable as a result of such consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock into which such share of Series A 10% Convertible, Redeemable Preferred Stock could have been converted immediately prior to such merger, consolidation, sale or conveyance.

Optional Cash Redemption

The Corporation may, at its option, redeem the Series A 10% Convertible, Redeemable Preferred Stock, in whole but not in part, upon 30 days prior written notice at any time after June 3, 2000 at a redemption price of equal to the stated and liquidation value per share, plus accumulated and unpaid dividends, if the Market Price of the Common Stock (as defined below) equals or exceeds 150% of the stated and liquidation value per share for at least 20 consecutive trading days ending not more than 10 trading days prior to the date of the notice of redemption. The term "Market Price" means the closing bid price as reported by the principal securities exchange on which the Common Stock is listed or admitted to trading or by NASDAQ or, if not traded thereon, the high bid price as reported by NASDAQ or, if not quoted thereon, the high bid price on the OTC Bulletin Board or in the National Quotation Bureau sheet listing for the Common Stock, or, if not listed therein, as determined in good faith by the Board of Directors.

In addition, the Corporation may, at its option, redeem the Series A 10% Convertible, Redeemable Preferred Stock in whole but not in part, at any time after January 31, 2001 at the redemption prices set forth below, plus accumulated and unpaid dividends:

Date of Redemption	Redemption Price Per Share as a Percentage of the Stated and Liquidation Value
June 3, 2001 to June 2, 2002	— 150%
June 3, 2002 to June 2, 2003	— 160%
June 3, 2003 to June 2, 2004	— 170%
June 3, 2004 and thereafter	180%

Provisions Relating to Optional Cash Redemption

Notice of redemption must be mailed to each holder of Series A 10% Convertible, Redeemable Preferred Stock to be redeemed at his last address as it appears upon the Corporation's registry books at least 30 days prior to the date fixed for redemption (the "Redemption Date"). On and after the Redemption Date, dividends will cease to accumulate on shares of Convertible Preferred Stock called for redemption.

On or after the Redemption Date, holders of Series A 10% Convertible, Redeemable Preferred Stock which have been redeemed shall surrender their certificates representing such shares to the Corporation at the Corporation's principal place of business or as otherwise specified in the notice of redemption or exchange and thereupon either (i) the redemption price of such shares shall be payable to the order of, or (ii) the shares of Common Stock shall be issued to, the person whose name appears on such certificate or certificates as the owner thereof; provided, that a holder of Convertible Preferred Stock may elect to convert such shares into Common Stock at any time prior to the Redemption Date.

From and after the Redemption Date, all rights of the holders of redeemed shares shall cease with respect to such shares and such shares shall not thereafter be transferred on the Corporation's books or be deemed to be outstanding for any purpose whatsoever.

Voting Rights

The holders of Series A 10% Convertible, Redeemable Preferred Stock are not entitled to vote, except as set forth below and as provided by applicable law. On matters subject to a vote by holders of Series A 10% Convertible, Redeemable Preferred Stock, the holders are entitled to one vote per share.

The affirmative vote of at least a majority of the shares of Series A 10% Convertible, Redeemable Preferred Stock, voting as a class, shall be required to authorize, effect or validate the creation and issuance of any class or series of stock ranking superior to or on parity with the Series A 10% Convertible, Redeemable Preferred Stock with respect to the declaration and payment of dividends or distribution of assets on liquidation, dissolution or winding-up. In the event that the Corporation shall have the right to redeem the Series A 10% Convertible, Redeemable Preferred Stock, no such vote is required if, prior to the time such class is issued, provision is made for the redemption of all shares of Series A 10% Convertible, Redeemable Preferred Stock and such Series A 10% Convertible, Redeemable Preferred Stock is redeemed on or prior to the issuance of such class.

In the event that the Corporation shall fail to pay any dividends for four consecutive quarterly dividend payment periods, the holders of the Series A 10% Convertible, Redeemable Preferred Stock, voting separately as a class, shall be entitled to elect one director. Such right will be terminated as of the next annual meeting of the Corporation's stockholders following payment of all accrued dividends.

Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, before any payment or distribution of the Corporation's assets (whether capital or surplus), or the proceeds thereof, may be made or set apart for the holders of Common Stock or any stock ranking junior to the Series A 10% Convertible, Redeemable Preferred Stock, the holders of Series A 10% Convertible, Redeemable Preferred Stock will be entitled to receive, out of the assets available for distribution to stockholders, a liquidating distribution of the Stated and Liquidation Value per share, plus any accumulated and unpaid dividends. If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the Corporation's assets are insufficient to make the full payment of 100% of the Stated and Liquidation Value per share, plus all accumulated and unpaid dividends on the Series A 10% Convertible, Redeemable Preferred Stock and similar payments on any other class of stock ranking on a parity with the Series A 10% Convertible, Redeemable Preferred Stock upon liquidation, then the holders of

Series A 10% Convertible, Redeemable Preferred Stock and such other shares will share ratably in any such distribution of the Corporation's assets in proportion to the full respective distributable amounts to which they are entitled.

A consolidation or merger of the Corporation with or into another corporation or sale or conveyance of all or substantially all the Corporation's property and assets will not be deemed to be a liquidation, dissolution or winding-up, voluntary or involuntary, of the Corporation for purposes of the foregoing. See " Conversion."

Miscellaneous

The Corporation is not subject to any mandatory redemption or sinking fund provision with respect to the Series A 10% Convertible, Redeemable Preferred Stock. The holders of the Series A 10% Convertible, Redeemable Preferred Stock are not entitled to preemptive rights to subscribe for or to purchase any shares or securities of any class which may at any time be issued, sold or offered for sale by the Corporation. Shares of the Series A 10% Convertible, Redeemable Preferred Stock redeemed or otherwise reacquired by the Corporation shall be retired by the Corporation and shall be unavailable for subsequent issuance as any class of the Corporation's preferred stock.