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April 14, 1999

514648

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Articles of Amendment to the Articles of Incorporation of Comlink, Inc. Please file same and return proof of filing to this office.

Also enclosed is our check in the amount of \$35.00 as filing fee. Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

*Amend
4-21-99
VSK*

VSK: pip
Enclosures

FILED
99 APR 19 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
COMLINK, INC.**

FILED

99 APR 19 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Lloyd D. Brownhill, President of Comlink, Inc., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 29th day of March, 199~~8~~⁹, the following resolution was approved by a greater than majority of stockholders of the corporation entitled to vote and that said number of votes cast for the amendment was sufficient for approval, by Written Consent in Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704 and the corporation's Bylaws:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of Comlink, Inc., the said Articles of Incorporation are hereby amended by altering Article IV, CAPITAL STOCK, in its entirety, by creating two classes of stock, Class A Voting, and Class B Non-Voting, so as to read as follows:

"ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of Class A Voting Stock which this corporation is authorized to have outstanding at any time is One Million (1,000,000) shares at a par value of \$0.01 per share.

B. The maximum number of shares of Class B Non-Voting Stock which this corporation is authorized to have outstanding at any time is Two Hundred Fifty Thousand (250,000) shares at a par value of \$0.01 per share.


C. The holders of record of Class A Voting Stock shall be entitled to vote on all issues that come before the shareholders. The holders of record of Class A Voting Stock shall have all of the preferences in the distributions of dividends and assets, including distributions upon liquidation.

D. The Class B Non-Voting Stock shall be redeemable at the option of the corporation upon the occurrence of a designated event and said redemptions on the Stock shall be set forth more specifically in a separate Shareholders' Agreement. The holders of record of Class B Non-Voting Stock shall have no right or preferences in the distributions of dividends and assets.

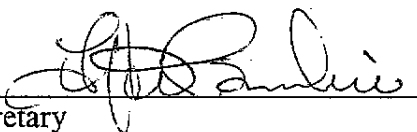
E. The holders of record of Class B Non-Voting Stock shall be entitled to convert, at the option of said record holder, thirty (30) days after the effective date of any public offering of this corporation's Class A Voting Stock, upon surrender to the corporation of the shares for the certificates to be converted, into fully paid and nonassessable Class A shares of the corporation at the rate of one (1) Class B Non-Voting share for each Class A Voting share."

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 29th day of March, 1998⁹.

COMLINK, INC.

By: 
President
Lloyd D. Brownhill

Attest:


Secretary