

S22289

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BASIC AMENDMENT

AVEX HOME ENTERTAINMENT SYSTEMS INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



February 15, 2000

AVEX HOME ENTERTAINMENT SYSTEMS INC.
920 SW 2 PLACE
POMPANO BCH., FL 33069US

SUBJECT: AVEX HOME ENTERTAINMENT SYSTEMS INC.
REF: S22289

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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PLEASE CORRECT THE CORPORATE NAME SHOWN ABOVE THE SIGNATURE AT THE BOTTOM OF THE LAST PAGE. THERE SHOULD BE A PERIOD AFTER THE WORD "INC" IN THE NAME.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000006730
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 14, 2000

AVEX HOME ENTERTAINMENT SYSTEMS INC.
920 SW 2 PLACE
POMPANO BCH., FL 33069US

SUBJECT: AVEX HOME ENTERTAINMENT SYSTEMS INC.
REF: S22289

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

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

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Darlene Connell
Corporate Specialist

FAX Aud. #: H00000006730
Letter Number: 300A00007598

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AVEX HOME ENTERTAINMENT SYSTEMS INC.**

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00 FEB 15 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AVEX HOME ENTERTAINMENT SYSTEMS, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That Article III of the Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is thirty-five million shares (35,000,000), consisting of: (i) thirty million (30,000,000) shares of common stock, par value \$.001 per share (the "Common Stock"); and (ii) five million (5,000,000) shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock of the Corporation are as follows:

A. 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, 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.

B. 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 and redemption 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:

(1) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(2) 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;

(3) 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;

(4) 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;

(5) the dividend rate, 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;

(6) 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 of any other class or classes of stock of the Corporation 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

(7) such other special rights and protective provisions 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 the 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 shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

SECOND: The Corporation has less than 35 shareholders, and this Amendment to the Articles of Incorporation was duly adopted by the Corporation effective as of October 26, 1999 pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous

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written consent of the holders of all of the issued and outstanding shares of Common Stock of the Corporation.

IN WITNESS WHEREOF, AVEX HOME ENTERTAINMENT SYSTEMS INC. has caused these Articles of Amendment to be executed on this 9th day of February, 2000.

AVEX HOME ENTERTAINMENT
SYSTEMS INC.

By: 

Paul Nizanski
Chief Executive Officer

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