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S40719

November 23, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to the Articles of Incorporation of
SableStone, Inc.

Dear Sirs:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the
above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$43.75. This
represents \$35.00 for the filing fee of the Articles of Amendment, and \$8.75 for a certified copy.

If you have any questions or comments please call me collect.

Sincerely yours,

Sidney S. Simmons
Sidney S. Simmons, II

SSS/jc
Enclosures

Amend

FILED
98 DEC 10 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLB DEC 10 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

SIDNEY S. SIMMONS, II, ESQ.
ALLEN, BRINTON & SIMMONS, P.A.
ONE INDEPENDENT DRIE, SUITE 3200
JACKSONVILLE, FL 32202-5026

SUBJECT: SABLESTONE, INC.
Ref. Number: S40719

We have received your document for SABLESTONE, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Please sign and return your check along with this document in order to complete your filing.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 898A00056974

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SABLESTONE, INC.

FILED
98 DEC 10 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of the corporation, hereby submits the following Articles of Amendment to its Articles of Incorporation, pursuant to the provisions of the Florida Business Corporation Act:

1. The name of the corporation is SableStone, Inc.
2. Article V of the Corporation's Articles of Incorporation is hereby amended in

its entirety to read as follows:

ARTICLE V. CAPITAL STOCK.

5.01. Authority to Issue Shares. The corporation is authorized to issue two classes of shares to be designated respectively common and preferred. The number of common shares authorized is 5,000,000. The number of preferred shares authorized is 5,000,000. The par value for the common and preferred shares is \$.01 per share. The preferred shares may be issued in one or more series. Except as otherwise provided in these Articles of Incorporation the Board of Directors is hereby authorized to fix the number of shares and determine the designation of each series of preferred shares and may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series the number of shares of which is fixed by the Board as herein authorized, the Board may, within any limits and restrictions stated in the resolution or resolutions of the Board, fix the original number of shares constituting any series and increase or decrease the number of shares of any such series subsequent to the issue of shares of that series. In the event that the number of shares of a series is decreased, the shares constituting the decrease shall resume the status which they had prior to the adoption of the resolution that originally fixed the number of shares of that series.

5.02. Rights, Preferences, Privileges, and Restrictions. The preferred shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on the respective series of shares are as follows:

5.03. First Series. The first series of preferred shares shall be designated Series A Cumulative Preferred and shall consist of 2,000,000 shares. Holders of shares of the first series shall be entitled to received dividends at the rate of \$.12 per share per annum in accordance with the provisions of Article 5.04. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of the first series shall receive the sum of \$1.00 per share plus all accrued and unpaid dividends in accordance with the provisions of Article 5.08. The shares of the first series shall be redeemable, as provided in Articles 5.09. The redemption price shall be \$1.00 per share. In addition to the redemption price a holder of the first series shall receive all accrued and unpaid dividends up to and including the date fixed for redemption. Such shares shall be convertible into common as provided in Article 5.11. The shares of the first series shall have all the rights and be subject to all the provisions of this Article applicable to all series of the preferred shares.

5.04. Dividends - Time for Payment. The holders of the preferred shares of each series, in preference to the holders of the common shares, shall be entitled to received dividends out of any funds legally available for that purpose. The Board of Directors shall declare dividends at the rate set for each series as provided in Article 5.03. The dividend shall be payable quarterly on the first day of each calendar quarter. Dividends shall accrue and be cumulative.

5.05. Equal Payment. No dividend shall be paid on, or declared or set apart for any share of preferred stock for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on, or declared and set apart for, all preferred shares of all series then issued and outstanding and entitled to receive dividends.

5.06. Cumulative Rights. In no event, so long as any preferred shares shall be outstanding, shall any distribution be made to any of the common shares, unless and until all dividends on the preferred shares of all series for all past quarterly dividend periods and for the then current quarterly period shall have been paid or declared and a sum sufficient for the payment thereof set apart. "Distribution" as used in this paragraph means (1) the transfer of cash or property without consideration, whether by way of dividend or otherwise, and (2) the purchase or redemption of shares of the corporation for cash

or property, including any transfer, purchase, or redemption by a subsidiary of the corporation. Distribution does not include dividends in shares of the corporation. The time of any distribution by way of dividend shall be the date of its declaration. The time of any distribution by purchase or redemption of shares shall be the date cash or property is transferred by the corporation, whether or not pursuant to a contract of an earlier date. When a negotiable debt security is used in exchange for shares, the time of the distribution is the date when the corporation acquires the shares in such an exchange.

5.07. Full Participation. Subject to the foregoing provisions of Article 5.04, the Board of Directors may declare, out of any funds legally available therefor, additional dividends, but such additional dividends shall be made equally, share for share, to all outstanding shares, preferred and common.

5.08. Liquidation Preferences. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of the preferred shares shall receive the sum per share fixed by the Board of Directors pursuant to the provisions of Article 5.01 or as set by Article 5.03, plus all accrued and unpaid dividends, and no more, before any amount shall be paid to the holders of the common shares. In the event that the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. Subject to such preferential rights, the holders of the common shares shall receive, ratably, all remaining assets of the corporation. A merger of the corporation with or into any other corporation, or a sale of all or substantially all of the assets of the corporation, shall not be deemed a liquidation, dissolution, or winding up of the corporation within the meaning of this article.

5.09. Redemption. Subject to the provisions of Article 5.03, the preferred shares of any series may be redeemed, in whole or in part, at the option of the corporation, by the vote of its Board of Directors, or, in the case of any one or more series, under any sinking fund or other requirement for redemption of any such series and at a redemption price as fixed by the Board of Directors pursuant to the provisions of Article 5.01 or as set by Article 5.03.

5.10. Partial Redemption. If less than all of the preferred shares of any series is to be redeemed, redemption shall be made in

such amount and by such method, either by lot or pro rata, as determined by the Board of Directors.

5.11. Conversion Rights of First Series. The holder of any shares of the initial series has the option to elect to convert the shares to common shares. Such conversion may be made at any time up to the close of business on the third day prior to the date of redemption of such shares set by the Board of Directors. A shareholder may convert shares by presenting an endorsed share certificate at the office of the corporation or office of the transfer agent. A holder of shares of the initial series shall be entitled to receive two common shares for each preferred share.

5.12. Antidilution Provision. The number of common shares to be issued for conversion of preferred shares, as provided in Article 5.11, shall be adjusted to take into account any and all increases or reductions in the number of outstanding common shares that may have accrued since the date of the first issuance of the initial series by reason of a split, share dividend, merger, or other reorganization affecting the number of outstanding common shares. Such an adjustment must be made fairly and equitably to preserve the original conversion rights of the preferred shares.

5.13. Fractional Shares. Neither fractional shares nor scrip or warrants evidencing such shares shall be issued on conversion of the preferred shares as herein provided, but the corporation shall, in lieu thereof, pay in cash to the holders who would but for this provision have been entitled to receive such fractional shares, the fair value thereof as determined by the Board of Directors.

5.14. Cancellation of Converted Shares. Any shares of the initial series of preferred shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

5.15. Reserved Shares. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares a number of shares sufficient for the conversion of the initial preferred shares.

5.16. Adjustment of Conversion Price on Merger, Reorganization, Reclassification, or Sale of Corporate Assets. In the event of a merger or reorganization of the corporation, or reclassification of the shares of the corporation, or sale or conveyance

of all or substantially all of the assets of the corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate actions. The Board of Directors shall make an adjustment to the preferred shareholder's subsequent rights and interests, including the conversion price.

3. The date of the amendment's adoption is September 28, 1998.

4. The number of votes cast for the amendment by the shareholders was sufficient

for approval.

IN WITNESS WHEREOF, the undersigned President has signed these Articles of

Amendment this 28 day of Sept., 1998.

SABLESTONE, INC.

By: Patrick J. Hopkins

Patrick J. Hopkins
Its President