

V 56450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

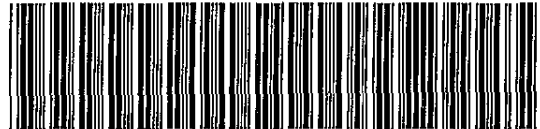
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Esperante Building
222 Lakeview Avenue, Suite 400
West Palm Beach, Florida 33401-6183
Post Office Box 3188 *mail*
West Palm Beach, Florida 33402-3188
www.akerman.com
561 653 5000 *tel* 561 659 6313 *fax*

December 20, 2002

VIA FEDERAL EXPRESS

Secretary of State
Attention: Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: H&J Electronics International, Inc.
(f/k/a Brookeheather, Inc.);
Our File No. 31643-133136**

Dear Sir or Madam:

Enclosed please find an original and duplicate Articles of Amendment to the Articles of Incorporation of the above-captioned Corporation. Please file the Amendment, certify one copy and return the certified copy to me.


Also enclosed is my firm's check payable to the Secretary of State in the amount of \$78.75, representing the filing fees and certification.

Please file the Articles of Amendment effective as of the date of your receipt of this communication.

Thank you for your cooperation in this matter.

Sincerely yours,

AKERMAN SENTERFITT


Howard J. Wiener

HJW/cjt

Enclosures



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 8, 2003

AKERMAN SENTERFITT
% HOWARD WIENER
P.O. BOX 3188
WEST PALM BEACH, FL 33402-3188

SUBJECT: H & J ELECTRONICS INTERNATIONAL, INC.
Ref. Number: V56450

We have received your document for H & J ELECTRONICS INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 203A00000972

RECEIVED
03 JAN 21 AM 10:54
DIVISION OF CORPORATIONS



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222 Lakeview Avenue, Suite 400
West Palm Beach, Florida 33401-6183
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www.akerman.com
561 653 5000 *tel* 561 659 6313 *fax*

January 17, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Carol Mustain, Document Specialist

RE: H&J Electronics International, Inc.
Ref. Number: V56450;
Letter Number: 203A00000972;
Our File No. 31643-133136

Dear Ms. Mustain:


Pursuant to your request, as per our telephone conversation of Tuesday, January 14, 2003, I am returning to you the original and copy of the Articles of Amendment to the Articles of Incorporation of H&J Electronics International, Inc. which Articles do reflect the date of adoption of the Amendment effective as of December 31, 2001 (the date the Amendment was unanimously adopted by the joint written consent of all the shareholders and all of the directors of the corporation).

Please file the Articles of Amendment effective as of the date of your receipt (on or about December 23, 2002).

Should you have any questions regarding the enclosed, please call me.

Sincerely yours,

AKERMAN SENTERFITT


Howard J. Wiener
HJW/cjt
Enclosures

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
H & J ELECTRONICS INTERNATIONAL, INC.**

Michael Shapiro, as President of **H & J Electronics International, Inc.**, (f/k/a Brookheather, Inc.) a Florida corporation (the "Corporation"), does hereby execute the following Articles of Amendment to the Corporation's Articles of Incorporation:

1. Article III is hereby amended and restated in its entirety as follows:

"The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of voting common shares, and Four Thousand Nine Hundred (4,900) shares of non-voting common shares, all of which are without par value. The holders of voting common shares and non-voting common shares shall have identical rights to distribution and liquidation proceeds.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid."

2. In all other respects, the Articles of Incorporation of the Corporation shall remain in full force and effect as originally adopted.
3. These Articles of Amendment were adopted unanimously by joint written consent of all the Shareholders and all the Directors of the Corporation as of December 31, 2001.

Dated effective as of the 31st day of December, 2001.

H & J ELECTRONICS INTERNATIONAL, INC.
a Florida corporation

By: Michael Shapiro
Michael Shapiro, President