

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

PARTS LOCATORS INTERNATIONAL, INC.

Certificate of Status	0
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Amendment
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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PARTS LOCATORS INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, pursuant to a consent meeting of all of the shareholders and the members of the Board of Directors effective December 31, 1998:

1. Article IV is deleted in its entirety and the following substituted in lieu thereof:

ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Ten Million (10,000,000) shares of Class A Voting Common Stock having a par value of One Mill (\$.001) per share and One Million (1,000,000) shares of Class B Non-Voting Common Stock having a par value of One Mill (\$.001) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. At all times each holder of Class A Voting Common Stock of the Corporation shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation. At all elections of directors of the Corporation, each holder of common stock shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would then be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors upon whose election he is then entitled to vote, and he may cast all of such votes for a single candidate or may distribute them among some or all of the candidates, as he may see fit.

Section 5. The holders of both classes of Common Stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, provided, however, that

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the Class A Common Shares shall have such preemptive rights only in Class A Common Shares or in securities that may be converted into Class A Common Shares or in rights to acquire Class A Common Shares, while the Class B Common Shares shall have such preemptive rights only in Class B Common Shares or in securities convertible into or in rights to acquire Class B Common Shares.

Any shares offered to Shareholders under their preemptive rights and not purchased within thirty (30) days of the offering shall again be offered to those Shareholders who have exercised their preemptive rights, in proportion to their holdings. After one such reoffering, the Corporation may sell any shares still unsold in any other manner permitted by these Articles.

2. In all other respects, except as specifically changed and modified in these Articles of Amendment to the Articles of Incorporation, all of the provisions contained in the Articles of Incorporation of Parts Locators International, Inc. shall be and remain the same.

Executed by the undersigned this 27 day of September, 1999.

PARTS LOCATORS INTERNATIONAL, INC.

By: 

Its President Lonnie Margol

Attest: 

Its Secretary Lonnie Margol

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