V68632

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FROM: ARIE MREJEN, P.A. ACCT#: 072100000432

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NAME: AURORA CAPITAL, INC.

AUDIT NUMBER......H98000018021

DOC TYPE..........BASIC AMENDMENT

CERT. OF STATUS..0 PAGES....... 6

CERT. COPIES......0 DEL.METHOD.. FAX

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DIVISION OF CORPORATIONS

Amendment

9-29-98

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# ARTICLES OF AMENDMENT TO RESTATED ARTICLES OF INCORPORATION OF AURORA CAPITAL, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the corporation adopts the following articles of amendment to its restated articles of incorporation of **AURORA CAPITAL, INC.**, Document #V68632, a Florida corporation, by unanimous consent of the shareholders of the corporation and the Board of Directors of the corporation.

1. Article III of the restated articles of incorporation of **AURORA CAPITAL, INC.** To be amended to read as follows:

**The number of shares that the corporation is authorized to have outstanding at any one time is:**

**FIFTY MILLION(50,000,000) shares of Class A stock, FIFTY MILLION(50,000,000) shares of Class B common stock, and FOUR MILLION SEVEN HUNDRED THOUSAND (4,700,000) shares of Class C Preferred shares of stock.**

**Class A shares of stock shall be voting, non-participating shares of stock being non-equity bearing and have no equity distribution rights, non-redeemable and no rights to dividends; and**

**Class B shares of stock shall be NON-voting, participating shares with the right to equity distribution, and dividends, as declared from time to time in accordance with the By-laws and the Shareholder Agreement, and have any and all rights attributable to common stock with the exception of voting rights; and**

**Class C shares of stock shall be preferred shares of stock, which shall be non-voting, non-participating shares and which shall have accrued yearly dividends of eleven percent (11%) to the share value, cumulative and compounded on a yearly basis with no other distribution or participation rights. Preferred shares shall be entitled to distribution of all profits as declared by the board of directors of the corporation, or liquidation proceeds, until redeemed by the corporation at the corporation's option prior to any distribution to any other classes of shares in the corporation.**

**All shares of stock shall have a one dollar ($1.00) par value.**

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TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
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FAX: (954) 771 3047
FLORIDA BAR NO. 907219

H98000018021

In witness whereof, the undersigned, duly authorized officers have executed and consented to these Articles of Amendment.

Dated this 28 day of FEBRUARY, 1998.

DAVID KADOCH
President/CEO

GIDEON DJERASSI
Executive V.P./Secretary

# AURORA CAPITAL, INC.

# DIRECTORS WRITTEN CONSENT TO ACTION

Pursuant to F.S. 607.0821, the undersigned, being all of the members of the Board of Directors of Aurora Capital, Inc., hereby consent and approve to the following action:

1. The amendment to the restated Articles of Incorporation of the corporation amending such to specifically reflect the following:

1. The change of Article III of the Articles of Incorporation to read as follows:

The number of shares that the corporation is authorized to have outstanding at any one time is:

FIFTY MILLION(50,000,000) shares of Class A stock, FIFTY MILLION(50,000,000) shares of Class B common stock, and FOUR MILLION SEVEN HUNDRED THOUSAND (4,700,000) shares of Class C Preferred shares of stock.

Class A shares of stock shall be voting, non-participating shares of stock being non-equity bearing and have no equity distribution rights, non-redeemable and no rights to dividends; and

Class B shares of stock shall be NON-voting, participating shares with the right to equity distribution, and dividends, as declared from time to time in accordance with the By-laws and the Shareholder Agreement, and have any and all rights attributable to common stock with the exception of voting rights; and

Class C shares of stock shall be preferred shares of stock, which shall be non-voting, non-participating shares and which shall have accrued yearly dividends of eleven percent (11%) to the share value, cumulative and compounded on a yearly basis with no other distribution or participation rights. Preferred shares shall be entitled to distribution of all profits as declared by the board of directors of the corporation, or liquidation proceeds, until redeemed by the corporation at the corporation's option prior to any distribution to any other classes of shares in the corporation.

All shares of stock shall have a one dollar ($1.00) par value.

In witness whereof, the undersigned, constituting all of the members of the Board of Directors of the company, have executed this written consent to action.

David Kadoch

Michael Waxman

Juan Carlos Martinez

Peter Tirosh

Bruce Foerster

Israel Zour

Gideon Djerassi

Dated this 28 day of FEBRUARY, 1998.

# STATEMENT OF ACTION BY SHAREHOLDERS OF AURORA CAPITAL, INC.

The undersigned, holding all the shares of capital stock of AURORA CAPITAL, Inc., a Florida corporation, pursuant to S.607.0704, Florida Statutes, do hereby consent to and take the following action:

1. The amendment to the restated Articles of Incorporation of the corporation amending such to specifically reflect the following:

The change of Article III of the Articles of Incorporation to read as follows:

The number of shares that the corporation is authorized to have outstanding at any one time is:

FIFTY MILLION(50,000,000) shares of Class A stock, FIFTY MILLION(50,000,000) shares of Class B common stock, and FOUR MILLION SEVEN HUNDRED THOUSAND (4,700,000) shares of Class C Preferred shares of stock.

Class A shares of stock shall be voting, non-participating shares of stock being non-equity bearing and have no equity distribution rights, non-redeemable and no rights to dividends; and

Class B shares of stock shall be NON-voting, participating shares with the right to equity distribution, and dividends, as declared from time to time in accordance with the By-laws and the Shareholder Agreement, and have any and all rights attributable to common stock with the exception of voting rights; and

Class C shares of stock shall be preferred shares of stock, which shall be non-voting, non-participating shares and which shall have accrued yearly dividends of eleven percent (11%) to the share value, cumulative and compounded on a yearly basis with no other distribution or participation rights. Preferred shares shall be entitled to distribution of all profits as declared by the board of directors of the corporation, or liquidation proceeds, until redeemed by the corporation at the corporation's option prior to any distribution to any other classes of shares in the corporation.

All shares of stock shall have a one dollar ($1.00) par value.

In witness whereof, the undersigned, constituting all of the shareholders of the company, have executed this written consent to action.

Dated this 28 day of FEBRUARY, 1998.

DAVID KADOCH
Shareholder

GIDEON DJERASSI
Shareholder

PETER TIROSH
Shareholder

Israel Zour
Shareholder

Paloma Asset Corp.
Shareholder

Keith Yarnell
Shareholder

Arie Mrejen
Shareholder

Oswaldo Pitol