

Division of Corporations

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Y68632

Florida Department of State
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03 MAY 30 AM 10:24
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT
AURORA CAPITAL, INC.

Certificate of Status	0
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Page Count	01
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Department of State 5/30/2003 9:33 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 30, 2003

AURORA CAPITAL, INC.
8360 W OAKLAND PARK BLVD
201
SUNRISE, FL 33351US

SUBJECT: AURORA CAPITAL, INC.
REF: V68632

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.

Please correct the document number on the Amendment. The document number is V68632.

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

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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Teresa Brown
Document Specialist

FAX Aud. #: H03000204066
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**ARTICLES OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION
OF
AURORA CAPITAL, INC.**

03 MAY 30 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, as amended by previous amendments or restatements, by authority of the shareholders of the corporation and the Board of Directors of the corporation, and in accordance with corporate bylaws.

1. Article III of the restated articles of incorporation of **AURORA CAPITAL, INC.**, as amended, is further amended to:

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

ONE HUNDRED MILLION(100,000,000) shares of Class A stock, ONE HUNDRED MILLION(100,000,000) 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

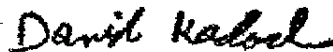
Class C shares of stock shall be preferred shares of stock, which shall be non-voting, non-participating shares and which shall have accrued yearly dividends of eleven percent (11%) to the share value, cumulative and compounded on a yearly basis with no other distribution or participation rights. Preferred 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.

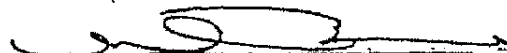
2. No shareholder action or approval is necessary for the adoption of these Articles of Amendment.

3. Said amendment was duly adopted by the Board of Directors, as required by Florida Statutes and the Corporate By-Laws, on May 12, 2003.

Dated this 29th day of MAY, 2003.



David Kadoch
Chairman of the Board of the Directors, and President



Israel Zour
Corporate Secretary

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