

Division of Corporations

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V68632

Florida Department of State
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BASIC AMENDMENT

AURORA CAPITAL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$35.00 |

Amendment
of 11/10/02

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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, 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 ONE HUNDRED MILLION (100,000,000) 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

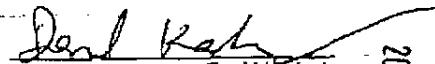
Class C shares of stock shall be preferred shares of stock, which shall be non-voting, participating shares. Preferred shares shall be entitled to priority distribution of all profits as declared by the board of directors of the corporation, or liquidation proceeds, prior to any distribution to any other 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 April 21, 2003.

Dated this 17th day of JUNE, 2003.


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


Israel Zour
Corporate Secretary

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