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FILED

01 JUL 20 PM 3: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FRED W. MATTLIN  
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JOHN IOANNOU, JR.

July 18, 2001

**VIA FEDERAL EXPRESS**

Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

300004488333--5  
-07/20/01--01100--009  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

**Re: Merkatum Corporation**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the attached Articles of Amendment, along with this Firm's check in the amount of \$52.50, representing the \$35.00 filing fee, \$8.75 certified copy fee and \$8.75 certificate of status fee, made payable to the Florida Secretary of State with respect to the above-referenced corporation. Please return the file stamped copy and certified copy of the Articles of Amendment together with the Certificate of Status to the undersigned counsel in the enclosed, self-addressed and prepaid Federal Express envelope at your earliest convenience. Thank you.

Very truly yours,

*Amend  
7-25-01  
BAS*



Michael J. Ioannou

MJI/mr  
Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MERKATUM CORPORATION

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TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE II: Principal Office.** This article is hereby amended to read:

The principal place of business and mailing address of the corporation shall be 1820 Chucunantah Road, Coconut Grove, Florida 33133.

**ARTICLE VII: Directors.** This article is hereby amended to read:

A. Board Composition. The affairs of the corporation shall be managed by a Board of Directors which shall consist of at least one (1) individual initially but no more than seven (7) individuals, unless the holders of a majority of shares of Common Stock shall otherwise consent. As of the date hereof, the Board shall consist of one (1) member, José Luqué.

**ARTICLE VIII: Officers.** This article is hereby amended to read:

A. Executive Officers. The executive officers of the Corporation may consist of a Chief Executive Officer, Chief Operating Officer, Chief Technology Officer, Chief Financial Officer, President, Chief Information Officer, Vice President, Treasurer and Secretary, all of whom shall be elected annually by the Board of Directors and shall hold office for a one (1) year term unless sooner removed or otherwise vacated as set forth herein. The Board of Directors shall, from time to time, elect other officers, such as one or more Vice Presidents, Assistant Treasurers, etc. and designate their powers and duties as the Board shall find to be required to manage the affairs of the Corporation. The Corporation's executive officers shall consist of José Luqué, as its Chief Executive Officer, President, Treasurer and Secretary.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

Not applicable.

**THIRD:** The date of each amendment's adoption shall be the date of filing these Articles of Amendment.

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

X The amendment(s) was/were approved by the shareholders of the Corporation. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
Voting Group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Adopted  
Signed this 16<sup>th</sup> day of July, 2001.

Signature: \_\_\_\_\_

José Luqué, as its President/CEO