95039390

File Number _____5153-749-1

17777 TRAN 3326 01/18/95 09:28:00 197777 TRAN 3326 01/18/95 09:28:00 000K COUNTY RECORDER

State of Allinois Office of The Secretary of State

Whiles of amendment to the articles of incorporation of

DE LA FUENTE INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

95039390

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Cestimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this ______ 10TH day of ______ A.D. 19 __95 and of the Independence of the United States the two

hundred and ______19TH___

George 4 Ryan

Secretary of State

2750 put

C-212.1

Property of Cook County Clerk's Office

| George H. Ryan Secretary of State | | FIII 15/53 - | |
|--|--|--|--|
| Department of Business Services Springheid, IL 62756 Telephone (217) 782-6961 Plemit payment in check or money order, payable to "Secretary of State." | JAN 10 1995 GEORGE H. RYAN SECRETARY OF STATE | This same to Secretary of Date /-/C Grancouse Tax Filing Fee Penaty Approved: Approved: | Note |
| L CORPORATE NAME: | De La Fuente, Inc. | | |
| I. CORFORATEMENE: | | | (Note 1) |
| . MANNER OF ADOPTION | | Yamasını 3 | |
| The following amendme | r of the Articles of Incorporation was adopted on | Janaury 3 | |
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| 19 95 in the manne | r indicatat below. ("X" one box only) | | ctors have or |
| 19 95 in the manne By a majority of the incorpo | r indicated below. ("X" one box only) rators, provided no directors were named in the articles of it the board or directors, in accordance with Section 10.10, to | ncorporation and no dire | |
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RESOLVED, that the Articles of Incorporation be amended to read as follows: "ARTICLE ONE The name of the corporation is De La Fuente Graphics Croup, Ltd." $\,$

Resolution

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| | Plass below the number of issued shares of that class, provided for clunaringe.) | it suscisa of the stuandment is as londer in lot sodicatie. ex |
|------------------|--|--|
| | No Change | |
| | (a) The manner in which said amendment effects a change in the am and Paid-in Surplus and is equal to the total of these accounts) is a | nount of paid-in capital (Paid-in capital replaces line lerms Stated (is follows: (If not applicable, insert 'No criange) |
| | No Change | |
| | | |
| | (b) The amount A reid-in capital (Paid-in Capital replaces the term accounts) as the top to this amendment is as follows. (If not applicable to the country of the country | is Stated Capital and Paid-in Surplus and is equal to the total of icapie, insert 'No change') |
| | Change | |
| | · C | Before Amendment After Amendment |
| | | 4 =44 |
| | Fantin Capital | <u>s 1,500</u> <u>s 1,500</u> . |
| The | (Complete annier item | signed by its duly authorized officers, each of whom at |
| Date | undersigned corporation has caused this statement to be by penalties of perjury, that the facts stated herein are to stated by | signed by its duly authorized officers, each of whom at |
| Date | undersigned corporation has caused this statement to be at penalties of perjury, that the facts stated herein are in the fac | signed by its duly authorized officers, each of whom at us. Do La Fuente Inc. (Exact Hamf of Corporation) (Signature of President Ray Ce La Fuente, President |
| Date | Undersigned corporation has caused this statement to be set penalties of perjury, that the facts stated herein are to stated by Jamus 73 James of Secretary or Apaquant Secretary) | signed by its duly authorized officers, each of whom at ue. Do La Fuentre Inc. (Exact Name of Corporation) (Signature of Presidents |
| Under Date | undersigned corporation has caused this statement to be at penalties of perjury, that the facts stated herein are in the fac | as or 6 below) signed by its duly authorized officers, each of whom at ue. De La Fuente, Inc. (Exact plane of Corporation) by Signatule of President Ray De La Fuente, President (Type or Print Name and Title) |
| Under Date atter | (Complete antiver item undersigned corporation has caused this statement to be ar penalties of perjury, that the facts stated herein are and item of January, 3 19 95 Signature of Secretary or Assistant Secretary (Type or Print Name and Rile) The incorporation of the incorporators, the incorporation of the incorporation o | signed by its duly authorized officers, each of whom at us. De La Fuentre Inc. (Exact Hamf of Corporation) by Signature of President (Corporation) Ray De La Fuente, President (Type or Print Name and Title) prators must sign below. |
| Under | Undersigned corporation has caused this statement to be preparative of perjury, that the facts stated herein are to design and statement are remarked by Assistant Secretary (Type or Print Name and Rile) The incorporation has caused this statement in the facts stated herein are not stated by the incorporators, the incorporation of the incorporation is authorized by the directors and there are not have be designated by the board, must sign below. Undersigned affirms, under the penalties of perjury, that | signed by its duly authorized officers, each of whom af us. De La Fuent'e Inc. (Exact Hamf of Corporation) by Signature of President (Expe or Print Name and Fills) orators must sign below. |
| Under | (Complete antiver item undersigned corporation has caused this statement to be ar penalties of perjury, that the facts stated herein are and item of January, 3 19 95 Signature of Secretary or Assistant Secretary (Type or Print Name and Rile) The incorporation of the incorporators, the incorporation of the incorporation o | signed by its duly authorized officers, each of whom af us. De La Fuent'e Inc. (Exact Hamf of Corporation) by Signature of President (Expe or Print Name and Fills) orators must sign below. |

- NOTE 1 State the true exact corporate name as it appears on the records of the office of the Secretary of State. BEFORI any amendments herein reported.
- NOTE 2 incomporators are permitted to adopt amendments CNLY before any shares have been issued and before an directors have been named or elected. -\$ 10.10
- NOTE 3. Directors may adopt amendments without shareholder approval in only six instances, as follows:
 - a) To remove the names and addresses of directors named in the articles of incompration:
 - b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to \$ 5,10 is also filed:
 - (c) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so ong as no class or series is adversely affected thereby:
 - (d) (o change the corporate name by substituting the word "corporation" if ncorporated "company", "limited", o. th) abbreviation "corp." "Inc.", "to." or "ild." for a similar word or abbreviation in the name, or by adding a geographical attribution to the name:
 - (e) !o (educe the authorized shares of any class pursuant to a cancellation statement filed in accordance with
 - to restate the articles of incorporation as currently amended.

(6 10 15)

NOTE 4 All amendments not adopted under § 10 10 or § 10 15 require (1) that the board of directors adopt a resolution setting form the proposed amendment and (2) that the snareholders approve the amendment

Shareholder approval may 03 (1) by vote at a shareholders' meeting (either annual or special) or (2) by consent. in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the noiders of at least 2/3 of the outstanding shares entitled to vote on tile arrandment (but if class voting applies), then also at least a 2/3 vote within each class is required).

The articles of incorporation may supercede the solve requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies.

Office

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed the consent must be promptly notified of the passage of the amendment (\$5 7 10 & 10.20)

MICHAEL ROBERTS ROBERTS & MCGIVNEY 55 W. MONROR SUITZ 1200

CHICAGO IL 60603

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