

Division of Corporations

Page 1 of 1

294159

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000008560 7))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

Attorney: 427 Client: 001036 Matter: 52157  
COMMENTS: PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, APRIL 12, 1999. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE' - Direct: Dial (407) 418-6203

BASIC AMENDMENT

THE GREATER CONSTRUCTION CORP.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amendment

RECEIVED

99 APR 12 PM 3:24

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 12 PM 4:29

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

04-13-99

DC

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE GREATER CONSTRUCTION CORP.

FILED  
99 APR 12 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, The Greater Construction Corp., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is The Greater Construction Corp.

SECOND: The original Articles of Incorporation of the Corporation were filed in the Office of the Florida Secretary of State on June 21, 1965 and assigned Charter No. 294159, and have been amended by Articles of Amendment filed on January 3, 1991, December 31, 1992, and August 27, 1998.

THIRD: The Corporation desires to further amend its Articles of Incorporation to reduce the par value per share of the Corporation's 5,000,000 shares of Preferred Stock from \$1.00 to \$.01 and to restate the annual dividend payable with respect to such stock as being six cents (\$.06) per share instead of six percent (6%) of the face value. Accordingly, the amendments set forth below to the Corporation's Articles of Incorporation were duly adopted in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act. Article III of the Articles of Incorporation of the Corporation, as heretofore amended, is hereby further amended to revise Paragraphs 1 and 3a to read as follows:

1. Number and Classes of Shares Authorized The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is five million one thousand (5,001,000) shares, of which one thousand (1,000) shall be shares of Common Stock, the par value of which is One and No/100 Dollar (\$1.00) per share (the "Common Stock"), and five million (5,000,000) shall be shares of Preferred Stock, the par value of which is One Cent (\$.01) per share (the "Preferred Stock"). The consideration for all of the above stock shall be payable in cash or property (tangible and intangible), at a just valuation to be fixed by the Board of Directors of the Corporation.

3. Terms of Preferred Stock. The terms of the Preferred Stock (including dividends, preferences, voting powers and terms of redemption) are as follows:

a. Dividends The holders of the Preferred Stock will be entitled to receive, on a cumulative basis, annual dividends for each calendar year of six cents (\$.06) per share, payable out of any legally available funds. Such dividends will be accrued and become payable annually, on December 31 of each year, in preference and priority to any payment of any dividend on the Common Stock. In the event that the Corporation does not have legally available funds to pay such dividends in their entirety when accrued and payable, it

This document was prepared by:  
LORAN A. JOHNSON, ESQUIRE-Florida Bar No. 339350  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P.O. Box 2809, Orlando, Florida 32802-2809  
(407) 843-4600

H99000008560

shall pay that portion of such dividends for which it possesses legally available funds on the applicable payment date and the remaining unpaid portion as soon as adequate funds become available. Any accrued dividends that remain unpaid due to the lack of legally available funds shall bear interest at a rate of six per cent (6%) per annum until paid. No dividends shall be declared or paid on any share of Common Stock until all accrued and unpaid dividends on the Preferred Stock shall have been paid in full. If the Corporation fails in any year to pay in full the dividends on the Preferred Stock, the holders of a majority thereof shall be entitled to elect a majority of the Board of Directors of the Corporation. Such right to elect a majority of the Directors will continue until such time as all dividends in default have been paid in full or the issued and outstanding Preferred Stock is redeemed. Whenever the holders of the Preferred Stock have voting rights, as provided above, the President of the Corporation shall, within ten (10) days after delivery to the Corporation at its principal office of a request for a special joint meeting of the holders of the Common Stock and the Preferred Stock signed by any holder of Preferred Stock, call a special joint meeting of the holders of the Common Stock and the Preferred Stock to be held within thirty (30) days after the delivery of such request for the purpose of electing such number of directors as the holders of the Preferred Stock are then entitled to elect, such directors to serve until the next annual meeting, or until their respective successors shall be elected and shall qualify. If at any such special meeting any director shall not be reelected, his term of office shall terminate on the election and qualification of his successor, notwithstanding that the term for which such director was originally elected shall not then have expired.

FOURTH: The foregoing amendments were adopted in accordance with the applicable provisions of Section 607.0704 of the Florida Business Corporation Act by the written consent of a majority in interest of the shareholders of the Corporation dated as of April 8, 1999; such written consent represents a sufficient number of votes cast for such amendment necessary for the approval thereof.

FIFTH: These Articles of Amendment shall be effective upon filing in the Office of the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President this 8 day of APRIL, 1999.

THE GREATER CONSTRUCTION CORP.,  
a Florida corporation

By: Charles W. Gregg  
Charles W. Gregg, President