

TRENAM, KEMKER
680574

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SESSUMS MASON & BLACK P.A.

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Certificate of Status	0
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*Amendment
03/03/06
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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
SESSUMS MASON & BLACK P.A.**

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SESSUMS MASON & BLACK P.A., a professional corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation (the "Articles") and to effect a recapitalization of its capital stock, in accordance with the requirements of Chapters 621 and 607, Florida Statutes, does hereby certify as follows:

1. The amendment to the existing Articles being effected hereby is that resulting from completely deleting Article IV of the Articles as of the date hereof, as previously amended, and substituting in its place the Article IV set forth below.

2. As amendment below has the sole effect of changing the Corporation's authorized capital stock from One (1) share of Class A Voting Common Stock, par value \$1.00 per share, and Ten Thousand (10,000) shares of Class B Non-Voting Common Stock, par value \$1.00 per share, to Ten Thousand (10,000) shares of Class A Voting Common Stock, par value \$1.00 per share, and Ten Thousand (10,000) shares of Class B Non-Voting Common Stock, par value \$1.00 per share.

3. This Amendment to the Articles was approved by unanimous consent of the stockholder entitled to vote thereon, pursuant to Section 607.1003(6), Florida Statutes, dated the 12th day of ~~July~~ 2005.

4. Immediately upon the filing of these Articles of Amendment by the Secretary of State of the State of Florida, the issued and outstanding shares of capital stock of the Corporation shall be exchanged for and converted into the newly authorized capital stock of the Corporation as follows:

(a) One (1) share of the outstanding Class A Voting Common Stock, par value \$1.00 per share, shall, without any action on the part of the holder thereof, be converted into One and 432/1,000^{ths} (1.432) shares of the newly authorized Class A Voting Common Stock, par value \$1.00 per share (the "Class A Voting Common Stock").

(b) With respect to any stockholder currently holding One (1) share of the Class B Non-Voting Common Stock, par value \$1.00 per share (the "Class B Non-Voting Common Stock"), such share so held, without any action on the part of the holder thereof, shall be converted into One and 432/1,000^{ths} (1.432) shares of the newly authorized Class B Non-Voting Common Stock

(c) The remaining outstanding shares of Class B Non-Voting Common Stock so held, without any action on the part of the holders thereof, shall be converted into One and 432/1,000^{ths} (1.432) shares of the newly authorized Class A Voting Common Stock.

(d) No fractional share or shares of the Class A Voting Common Stock of the Corporation, and no certificate or certificates or scrip therefor, will be issued. If the

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calculation of the aggregate number of shares of the Class A Voting Common Stock deliverable to or for the account of a former holder of the outstanding Class B Non-Voting Common Stock otherwise would result in such holder being entitled to a fraction of a share, then the number of shares shall be increased to the next higher full share if such fraction is one half or more, and shall be reduced to the next smaller share if such fraction is less than one half.

5. These Articles of Amendment of the Articles shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Article IV of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be and consist of: (1) Ten Thousand (10,000) shares of Class A Common Stock, par value \$1.00 per share (the "Class A Voting Common Stock"); and (2) Ten Thousand (10,000) shares of Class B Common Stock, par value \$1.00 per share (the "Class B Non-Voting Common Stock").

(b) The voting power of this Corporation shall be vested solely in the Class A Voting Common Stock. The holder(s) of the Class A Voting Common Stock shall be entitled to one vote per share on all matters. Holders of the Class B Non-Voting Common Stock shall be entitled to no voting rights.

(c) Other than the voting rights that are vested solely in the Class A Voting Common Stock, the relative rights of the holder(s) of the Class A Voting Common Stock and of the holder(s) of the Class B Non-Voting Common Stock to share in dividends and to share in the balance of any cash or assets remaining to be distributed in the event of a liquidation of the Corporation shall be equal, with any dividends and the balance of any cash or assets remaining in the event of liquidation to be shared pro rata among the holder(s) of the Class A Voting Common Stock and the holder(s) of the Class B Non-Voting Common Stock on a share for share basis.

(d) The consideration for the issuance of shares of the Class A Voting Common Stock and for the issuance of shares of the Class B Non-Voting Common Stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in any other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of Class A Voting Common Stock and all shares of Class B Non-Voting Common Stock shall be fully paid and nonassessable.

(e) Holders of shares of Class A Voting Common Stock and Class B Non-Voting

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Common Stock shall have no preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this Corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this Corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons who are qualified to be stockholders (as provided in paragraph (f) of this Article IV) as the Board of Directors may determine.

(f) Each shareholder must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

IN WITNESS WHEREOF, SESSUMS MASON & BLACK P.A. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 21st day of August 2005.

SESSUMS MASON & BLACK P.A.

By: Miriam E. Mason
Miriam E. Mason, President

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