

628643

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407)839-4200
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

I.M.D.C., INCORPORATED

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

RECEIVED

2007 DEC -6 AM 8:00

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
I.M.D.C., INCORPORATED**

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The undersigned, the President of I.M.D.C., INCORPORATED, a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is I.M.D.C., INCORPORATED.
2. The Articles of Incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following Article III in its place and stead:


"ARTICLE III. CAPITAL STOCK

- "1. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.0055 per share, of which 70,000 shares shall be designated as Class A Common Stock and 30,000 shares shall be designated as Class B Common Stock. Once issued, shares of Class B Common Stock may be reissued only as Class A Common Stock. Accordingly, on retirement of shares of Class B Common Stock (by capital contribution, sale, or otherwise), the number of shares designated as Class A Common Stock will increase automatically by the number of shares so retired and the number of shares designated as Class B Common Stock will be reduced automatically by the number of shares so retired.
2. All shares of stock of the Corporation, whether Class A Common Stock or Class B Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Class A Common Stock shall have one vote per share with respect to any corporate matter. Class B Common Stock shall have four votes per share with respect to any corporate matter.
3. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
4. The Corporation shall not issue fractional shares. In lieu of issuing fractional shares, the Corporation shall pay in money the fair value of fractions of a share."
3. The amendment to the Articles of Incorporation of the Corporation was approved by written consent of the shareholders of the Corporation holding a majority of the issued and outstanding stock of the Corporation, effective on December 7, 2007.

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4. The Amendment was approved by consent of the shareholders holding a majority of the issued and outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective as of December 7, 2007.



Gregory S. Mundy, President

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