

PD3000000823

(Requestor's Name)

William N. Gambert

ATTORNEY AT LAW  
629 N. PENINSULA DRIVE  
DAYTONA BEACH, FLORIDA 32118

(City/State/Zip/Phone #)

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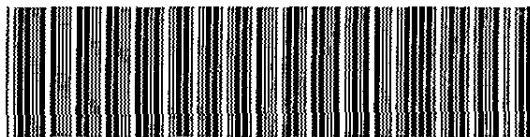
(Business Entity Name)

(Document Number)

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03 FEB 25 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
(10) 2/26/03



FLORIDA DEPARTMENT OF STATE

Ken Detzner  
Secretary of State

February 7, 2003

WILLIAM N. GAMBERT  
629 N. PENINSULA AVENUE  
DAYTONA BEACH, FL 32118

SUBJECT: ROB STEIN JEWELRY DESIGNS, INC.  
Ref. Number: P03000000823

We have received your document for ROB STEIN JEWELRY DESIGNS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 803A00008557

RECEIVED  
03 FEB 25 AM 10:34  
DIVISION OF CORPORATIONS

**WILLIAM N. GAMBERT**

ATTORNEY AT LAW  
629 N. PENINSULA AVENUE  
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FAMILY LAW  
PROBATE  
REAL ESTATE

FLA. BAR NO.  
218642

January 30, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
03 FEB 25 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Bill Stein Jewelry Designs, Inc.

Dear Sir:

Enclosed please find my check in the amount of \$35.00 along with the original and one copy of the above referenced Amendment to Articles of Corporation. Please file the Amendment and return the certified copy to the undersigned.

Thank you for your attention to this matter.

Yours truly,



William N. Gambert

WNG/ck  
enclosures

## AMENDMENT TO ARTICLES OF INCORPORATION

**THIS** is an Amendment to the Articles of Incorporation for the Corporation known as "**ROB STEIN JEWELRY DESIGNS, INC.**" The Corporations number is #P-03000000823. The Amendments are as follows:

FILED  
03 FEB 25 PM 4:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I

The maximum number of shares of stock this corporation may issue is one hundred shares of Common Stock, which shall be the Common Stock of no par value. A; said Common Stock shall be payable in case, or payable by property, labor or services at a just valuation by the stockholders.

### ARTICLE II

The business of the corporation shall be managed by the stockholders of the corporation. The Board of Directors shall initially consist of one (1) member who is **ROBERT STEININGER**. The said corporation may have additional members or the Board of Directors as may be authorized in the Bylaws of the corporation.

### ARTICLE III

No holder of Common stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

### ARTICLE IV

The following additional provision for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

B. No holder of any stock of the corporation shall have the right to transfer or sell said stock in the corporation without first giving sixty (60) days written notice to stockholders of said stockholder's intention to transfer or sell said stock. All other stockholders collectively shall have an absolute first option to purchase said stock being offered for sale under a formula of evaluation, based on net worth adopted by the stockholders from time to time, which formula of evaluation shall be applicable to all stockholders. If the stockholders collectively decline to purchase, the stockholders individually shall have the right, and if more than one stockholder is involved, the purchase shall be on a prorata basis or as may be mutually agreed upon. In the event the stockholder offering said stock for sale is not satisfied with the formula adopted by the stockholders, said stockholder shall have the right to justify a higher evaluation provided he is willing to bear the expense involved. Said stockholder may request the purchase price of this stock be established by a Board of Arbitrators consisting of three members: one member shall be appointed by the stockholder offering the stock for sale; one member shall be appointed by the other stockholders collectively who have the right to purchase; and the third member shall be appointed by the arbitration members previously appointed. All stockholders shall be bound by the decision of the Arbitration Board and said decision shall be enforceable by the Courts, if need be, as provided for under Florida Law at the time of the Court action.

C. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. Any action taken at any

such meeting shall be reduced to writing and signed by the stockholders within a period of fifteen (15) days from date of said meeting and filed with the secretary of the corporation as part of the corporate minutes.

#### **ARTICLE V**

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the Bylaws or determined by the stockholders.

#### **ARTICLE VI**

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

#### **ARTICLE VII**

The undersigned may operate said corporation under the provision of Subchapter S of the Internal Revenue Code.

#### **ARTICLE VIII**

This Amended was adopted by 100% of the Shareholders on January 29, 2003. The number of votes cast for the Amendment by the Shareholders was in the amount of 100% of all outstanding Stock which was sufficient for approval of said Amendment.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
ROBERT STEININGER

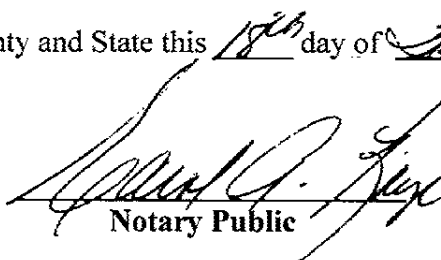
STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared, ROBERT STEININGER well known to be the person(s) described in and who subscribed the foregoing Articles of Incorporation and freely and voluntarily acknowledged before me according to law that they were made and subscribed for the uses and purposes therein mentioned and set forth. The person(s) provided me with the following identification prior to executing the foregoing, to-wit: \_\_\_\_\_.

WHEREFORE, the undersigned requests that the Articles of Incorporation be so amended.

  
Robert Steininger, President

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State this 18th day of Feb., 2003.

  
Notary Public



Carol A. Kaye  
MY COMMISSION # DD110211 EXPIRES  
May 22, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.