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Florida Dept of State



June 21, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GREAT IRISH PUBS FLORIDA, INC.  
C/O THOMAS, BECK, ZURCHER & WHITE, P.A.  
1302 ORANGE AVE.  
WINTER PARK, FL 32789

SUBJECT: GREAT IRISH PUBS FLORIDA, INC.  
REF: P04000164471

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Florida Dept of State



June 20, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

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1302 ORANGE AVE.  
WINTER PARK, FL 32789

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlana Connell  
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**ARTICLES OF AMENDMENT OF  
GREAT IRISH PUBS FLORIDA, INC.**

1. The name of the Company is Great Irish Pubs Florida, Inc., a Florida company (the "Company.")
2. Article V of the Company's Articles of Incorporation is hereby amended to read as follows:

**ARTICLE V**  
**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twelve Thousand (12,000) shares consisting of: (i) Five Thousand (5,000) shares of common stock, par value \$.001 per share ("Common Stock"), (ii) Two Thousand Shares of Series A Preferred Stock, par value \$.001 per share ("Series A Preferred Stock"), (iii) Three Thousand shares of Series B Preferred Stock, par value \$.001 per share ("Series B Preferred Stock") and (iv) Two Thousand Shares of Series C Preferred Stock, par value \$.001 per share ("Series C Preferred Stock").

**Provisions Relating to the Common Stock.**

1. Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.
2. Subject to the rights of the holders of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.
3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after the holders of the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

**A. Series A 7.3684% Preferred Stock**

1. Description and Rank. The Corporation has authorized the issuance of 2,000 shares of Series A 7.3684% Preferred Stock.
2. Dividends. Subject to the limitations described below, holders of the Series A Preferred Stock will be entitled to receive, when, as, and if declared by the Board of Directors out of funds of the Company legally available for payment, cash dividends at a rate of 7.3684% of the Original Issue Price (as defined below) per annum on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalization and

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the like with respect to such shares). The "Original Issue Price" of the Series A Preferred Stock shall be \$1,000 per share. The dividends shall be payable on December 31 in each year, except that if such date is a Saturday, Sunday or legal holiday, then such dividends shall be payable on the next day that is not a Saturday, Sunday or legal holiday. Dividends will be cumulative from the date of original issuance of the Series A Preferred Stock (the "Original Issue Date") and will be payable to holders of record as they appear on the stock books of the Company on such record dates as are fixed by the Board of Directors.

3. Liquidation Rights. In case of the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of the Series A Preferred Stock will be entitled to receive the liquidation price per share equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series A Preferred Stock held by them, before any payment or distribution is made to the holders of Common Stock.

4. No Conversion or Voting Rights. The holders of Series A Preferred Stock shall not have the right to convert their Series A Preferred Stock into shares of the Company's Common Stock and the holders of the Series A Preferred Stock shall not have any voting rights, except as required by Florida law.

5. Redemption. The Series A Preferred Stock may be redeemed by the Company at any time after the Original Issuance Date but no later than the seventh year (the "Series A Redemption Period") after the Original Issue Date (the "Mandatory Redemption Date"), at a price equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series A Preferred Stock held. At any time(s) during the Series A Redemption Period but prior to the Mandatory Redemption Date, the Company may redeem the Series A Preferred Stock, in whole or in part, upon giving the holders of the Series A Preferred Stock 30 days written notice of its intention to redeem all or a portion of the Series A Preferred Stock on a pro-rata basis among its holders. All Series A Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series A Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series A Preferred Stock during the Series A Redemption Period shall be subject to all limitations contained in Florida law.

#### B. Series B 7.3684% Preferred Stock

1. Description and Rank. The Corporation has authorized the issuance of 3,000 shares of Series B 7.3684% Preferred Stock.

2. Dividends. Subject to the limitations described below, holders of the Series B Preferred Stock will be entitled to receive, when, as, and if declared by the Board of Directors out of funds of the Company legally available for payment, cash dividends at a rate of 7.3684% of the Original Issue Price (as defined below) per annum on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalization and the like with respect to such shares). Any dividends paid on the Series B Preferred Stock shall

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be prior to any dividends paid on the Common Stock, but subordinated to any dividends paid on the Series A Preferred Stock. The "Original Issue Price" of the Series B Preferred Stock shall be \$1,000 per share. The dividends shall be payable on a quarterly basis on March 31, June 30, September 30 and December 31 in each year, except that if such date is a Saturday, Sunday or legal holiday, then such dividends shall be payable on the next day that is not a Saturday, Sunday or legal holiday. Dividends will be cumulative from the date of original issuance of the Series B Preferred Stock (the "Original Issue Date") and will be payable to holders of record as they appear on the stock books of the Company on such record dates as are fixed by the Board of Directors.

3. Liquidation Rights. In case of the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of the Series B Preferred Stock will be entitled to receive the liquidation price per share equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series B Preferred Stock held by them on a pari passu basis with the holders of the Series C Preferred Stock, before any payment or distribution is made to the holders of Common Stock but after any and all payments or distributions are made to the holders of the Series A Preferred Stock.

4. No Conversion or Voting Rights. The holders of Series B Preferred Stock shall not have the right to convert their Series B Preferred Stock into shares of the Company's Common Stock and the holders of the Series B Preferred Stock shall not have any voting rights, except as required by Florida law.

5. Redemption. The Series B Preferred Stock may be redeemed by the Company, at any time after the Original Issuance Date but no later than the seventh year (the "Redemption Period") after the Original Issue Date (the "Series B and C Mandatory Redemption Date"), at a price equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series B Preferred Stock held, provided that any redemption of the Series B Preferred Stock must be made on a pro-rata basis with a redemption of the Series C Preferred Stock. Furthermore, the Company can not redeem the Series B Preferred Stock (and the Series C Preferred Stock) until the Series A Preferred Stock has been fully redeemed. At any time(s) during the Redemption Period but prior to the Series B and C Mandatory Redemption Date, the Company may redeem the Series B Preferred Stock and the Series C Preferred Stock, on a pro-rata basis, in whole or in part, upon giving the holders of the Series B Preferred Stock and the Series C Preferred Stock 30 days written notice of its intention to redeem all or a portion of the Series B and Series C Preferred Stock. All Series B and Series C Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series B or Series C Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series B and Series C Preferred Stock during the Redemption Period shall be subject to all limitations contained in Florida law.

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### C. Series C Preferred Stock

1. Description and Rank. The Corporation has authorized the issuance of 2,000 shares of Series C Preferred Stock.

2. Dividends. The holders of the Series C Preferred Stock will not be entitled to receive any cash dividends on outstanding shares of the Company's Series C Preferred Stock.

3. Liquidation Rights. In case of the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of the Series C Preferred Stock will be entitled to receive the liquidation price per share equal to the Original Issue Price (as defined herein and adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series C Preferred Stock held by them, before any payment or distribution is made to the holders of Common Stock but on a pari passu basis with the holders of the Series B Preferred Stock. The "Original Issue Price" of the Series C Preferred Stock shall be \$1,000 per share.

4. No Conversion or Voting Rights. The holders of Series C Preferred Stock shall not have the right to convert their Series C Preferred Stock into shares of the Company's Common Stock and the holders of the Series C Preferred Stock shall not have any voting rights, except as required by Florida law.

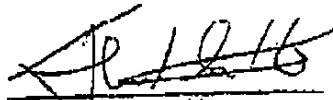
5. Redemption. The Series C Preferred Stock may be redeemed by the Company at any time after the Original Issuance Date but no later than the seventh year (the "Redemption Period") after the Original Issue Date (the "Series B and C Mandatory Redemption Date"), at a price equal to the Original Issue Price (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series C Preferred Stock held, provided that any redemption of the Series C Preferred Stock must be made on a pro-rata basis with a redemption of the Series B Preferred Stock. Furthermore, the Company can not redeem the Series C Preferred Stock (and the Series B Preferred Stock) until the Series A Preferred Stock has been fully redeemed. At any time(s) during Redemption Period but prior to the Series B and C Mandatory Redemption Date, the Company may redeem the Series C Preferred Stock and the Series B Preferred Stock, on a pro-rata basis, in whole or in part, upon giving holders of the Series C Preferred Stock and the Series B Preferred Stock 30 days written notice of its intention to redeem all or a portion of the Series C and Series B Preferred Stock. All Series C and Series B Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series B or Series C Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series C and Series B Preferred Stock during the Redemption Period shall be subject to all limitations contained in Florida law.

3. The foregoing amendment was unanimously adopted by all the Directors of the Company by a unanimous written consent dated as of June 20, 2006, manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.0602, Florida Statutes. Shareholder approval was not required.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this ~~20~~ day of June, 2006.

  
John Cooke, President

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