

P9 6000033856

THOMAS  
LAW OFFICES LLP

December 30, 1999

800003086428--6  
-01/03/00--01126--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: 81 and 3 of Florida, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation for **81 and 3 of Florida, Inc.** Please file this Amendment to the Articles of Incorporation and return one certified copy to me. I have enclosed a check in the amount of \$43.75 to cover the costs of filing and one certified copy.

If you have any further questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

*Donald J. Thomas/cov*

Donald J. Thomas  
signed in my absence to avoid delay

FILED  
00 JAN -3 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DJT/cbv  
Encl.

s:\carter & thomas\client files\summer\incorporation\seco\state\tr.123099.doc

AMEND  
REQ 1-12  
5

**ARTICLES OF AMENDMENTS  
81 and 3 of Florida Inc.**

**FILED**  
00 JAN -3 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.187, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article VII is inserted as a new article to the Articles of Incorporation of the above-named Corporation to read as follows:

**Article VII**

- a. All the power and authority of the Corporation shall be vested in and exercised by its Shareholders in proportion to each such Shareholder's stock ownership in the Corporation. The Corporation shall not have a Board Of Directors and any corporate powers previously vested in the Corporation's Board Of Directors is terminated, as of the date of this Amendment, with all such powers now being vested in the Shareholders of the Corporation in proportion to such Shareholder's stock ownership in the Corporation.
- b. All corporate decisions, except as hereinafter set forth in Subparagraph c of this article shall require an affirmative vote of a simple majority of the authorized and issued common stock of the Corporation.
- c. The following matters shall require an affirmative vote of 65% of the authorized and issued common stock of the Corporation: the amendment of the corporation's Certificate of Incorporation: the amendment of the Corporation's By-Laws, the purchase and/or sale of any assets by the Corporation, any loans made by the Corporation, the sale or transfer of any stock of the Corporation, the approval and/or termination if any employment contracts for which the corporation is the employer.

2. Article VIII. Preemptive Rights is added to the Articles of Incorporation and reads as follows:

**Article VIII**

**Preemptive Rights**

Any Shareholder, holding shares having "unlimited dividend rights", must be given the opportunity, during a reasonable time and on reasonable conditions, both of which are to be fixed by the Shareholders of the Corporation, to purchase either new shares or securities convertible into Shares, the issuance of which would adversely affect the unlimited dividend right, at a price not exceeding that at which an offer is to be made to others. Said Shareholders of voting shares shall have similar rights as to new securities which would dilute said Shareholders voting power.

3. The foregoing Amendment was adopted as of November 22, 1999 by the written consent of all of the Shareholders entitled to vote on the Amendment, in accordance with Florida Statutes Section 607.181(3).

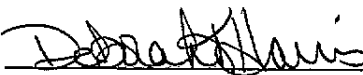
IN WITNESS WHEREOF, we the undersigned have executed these Articles of Amendment on November 22, 1999.

  
Mary M. Ripper, President

State of New York  
County of Erie

The foregoing instrument was acknowledged before me on November 17, 1999 by Mary M. Ripper, President, of 81 and 3 of Florida Inc., a Florida Corporation, on behalf of the Corporation.

IN WITNESS WHEREOF, I here sign and set my seal.

  
Notary Public

My commission expires on \_\_\_\_\_

DEBORAH K. HARRIS  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN ERIE COUNTY  
MY COMMISSION EXPIRES JUNE 16, 2000

## WRITTEN CONSENT TO AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned, Mary M. Ripper, Joseph A. Cipolla, Penny D. Cipolla, John E. Cipolla, and Daniel Joseph Cipolla are all of the shareholders of 81 and 3 of Florida Inc., a Florida corporation. Pursuant to Florida Statutes Section 607.181, we hereby give our individual consent that the Articles of Incorporation of 81 and 3 of Florida Inc. be amended as follows:

1. The addition of Article VII as an additional article to the Articles of Incorporation of 81 and 3 of Florida Inc. said Article VII to be as follows:

### Article VII

- a. All the power and authority of the Corporation shall be vested in and exercised by its shareholders in portion to each such shareholder's stock ownership in the corporation. The Corporation shall not have a Board Of Directors and any corporate powers previously vested in the Corporation's Board Of Directors is terminated as of the date of this Amendment with all such powers now being vested in the shareholders of the Corporation in portion to such shareholder's stock ownership in the Corporation.
- b. All corporate decisions, except as hereinafter set forth in Subparagraph C of this article shall require an affirmative vote of a simple majority of the authorized and issued common stock of the Corporation.
- c. The following matters shall require an affirmative of 65% of the authorized and issued common stock of the Corporation: The Amendment of the Corporation: The Amendment of the Corporation's Bi-Laws of the Corporation, the Amendment of the Certificate of Incorporation of the Corporation, the purchase and/or sale of any assets of the Corporation, any loans made by the Corporation, the sale or transfer of any stock of the Corporation, the approval and/or termination if any employment contracts for which the corporation is the employer.

2. Article VIII. Preemptive Rights is added to the Articles of Incorporation and reads as follows:


### Article VIII


#### Preemptive Rights

Any Shareholder, holding shares having "unlimited dividend rights", must be given the opportunity, during a reasonable time and on reasonable conditions, both of which are to be fixed by the Shareholders of the Corporation, to purchase either new shares or securities convertible into Shares, the issuance of which would adversely affect the unlimited dividend right, at a price not exceeding that at which an offer is to be made to others. Said Shareholders of voting shares shall have similar rights as to new securities which would dilute said Shareholders voting power. This also has to be inserted in the Consent

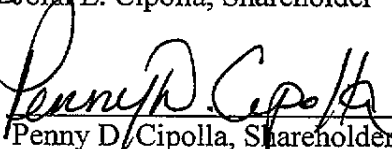
3. The foregoing Amendment was adopted as of November 17, 1999 by the written consent of all of the shareholders entitled to vote on the amendment, in accordance with Florida Statutes Section 607.181(3).

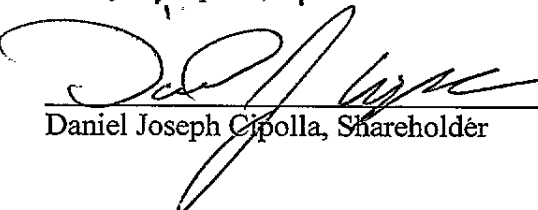
Executed on: November 22, 1999

  
\_\_\_\_\_  
Mary M. Ripper, Shareholder

  
\_\_\_\_\_  
Joseph A. Cipolla, Shareholder

  
\_\_\_\_\_  
John E. Cipolla, Shareholder

  
\_\_\_\_\_  
Penny D. Cipolla, Shareholder

  
\_\_\_\_\_  
Daniel Joseph Cipolla, Shareholder