

192108

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05 OCT -3 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*  
G. Goulette OCT 03 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 630293 82866A

AUTHORIZATION :

*Patricia T. [signature]*

COST LIMIT : \$ 43.75

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ORDER DATE : October 3, 2005

ORDER TIME : 12:53 PM

ORDER NO. : 630293-005

CUSTOMER NO: 82866A  
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DOMESTIC AMENDMENT FILING

NAME: LANIER UPSHAW, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
LANIER UPSHAW, INC.  
a Florida Corporation**

FILED  
05 OCT -3 PM 4: 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST:** The document number for this entity is 192108.
- SECOND:** The following amendment and restatement of Article III of the Articles of Incorporation was adopted by the Corporation:

**"ARTICLE III**

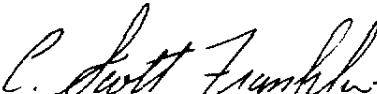
**CAPITAL STOCK**

This corporation shall be authorized to have two classes of common stock, Class A and Class B. Class A common stock shall be voting common stock and each share shall have a par value of One Cent (\$.01). The corporation is authorized to issue up to Ten Million (10,000,000.00) shares of Class A common stock. Class B common stock shall be non-voting common stock and each share shall have a par value of One Cent (\$.01). The corporation is authorized to issue Twenty Million (20,000,000.00) shares of Class B common stock. Except for the voting rights of the Class A shares of common stock, shares of Class A stock and Class B stock shall be identical with respect to all rights and privileges of such shares, including, without limitation, value, economic rights and distribution rights. Following the issuance of Class A shares to be accomplished in conjunction with this recapitalization, the corporation shall not issue additional shares of authorized Class A stock without the affirmative vote or written consent of the owners of Class A stock then representing at least sixty percent (60%) of the then total issued and outstanding shares of Class A common stock.

In conjunction with this recapitalization, each share of currently issued and outstanding common stock of the corporation will be exchanged for two (2) shares of Class A common stock. Following such an exchange, all of the shares of the currently issued common stock shall be cancelled. Following the effective date of these Articles of Amendment to the Articles of Incorporation, the corporation's currently issued and outstanding common stock shall have no value or rights except the right to exchange one share of such stock for two (2) shares of the authorized Class A common stock."

- THIRD:** These Articles of Amendment will be effective on and as of the date filed with the Florida Secretary of State.
- FOURTH:** The forgoing amendment was approved by the shareholders. The number of votes cast for these amendments was sufficient for approval.

Signed this 1<sup>st</sup> day of September, 2005 by the undersigned duly authorized officer.

  
C. Scott Franklin, President