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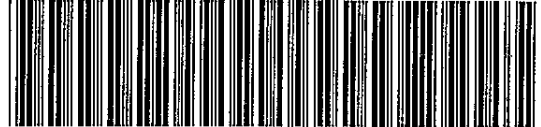
(Business Entity Name)

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Amend.

JS
7/9

BETH W. MILLER, P. A.

BETH WILLARD MILLER
COUNSELLOR AT LAW

645 VASSAR STREET
ORLANDO, FLORIDA 32804

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June 24, 2004

Florida Secretary of State
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Carter Business Group, Inc.

Dear Sir/Madame:

Enclosed please find original executed Articles of Amendment to Articles of Incorporation of Carter Business Group, Inc. A check in the amount of \$35.00 is enclosed for the amendment fee. Please return a certified copy in the enclosed envelope. A check for \$8.75 is enclosed in payment for the certified copy. Thank you for your assistance in this matter.

Sincerely yours,

Mailed without signature
to avoid delay.

Beth W. Miller

BWM/ek
encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CARTER BUSINESS GROUP, INC.**

Pursuant to the provisions of §607.1006, Florida Statutes, Article III of the Articles of Incorporation of Carter Business Group, Inc. (originally incorporated as Carter Thermo King, Inc.) shall be and hereby is amended to read:

**ARTICLE III
CAPITAL STOCK**

The capital stock of the corporation shall consist of two classes of stock, which shall be designated as "Class A" and "Class B." Both classes of stock shall be no par stock. Class A and Class B stock, together, shall be entitled to receive the net assets of the corporation upon dissolution. Class A and Class B stock shall be entitled to equal rights to dividends or distributions. There shall be 425 shares of Class A stock authorized, and 75 shares of Class B stock authorized, for a total of 500 shares of stock. Each share of Class A stock shall be entitled to one (1) vote. Each share of Class B stock shall be entitled to three (3) votes.

The current stock of the corporation shall be replaced by the Class A and Class B stock as follows: the stock owned by Mark A. Thornton, Gary V. Thornton, Vanessa Lynne Thornton, and Donna L. Harrelson shall be replaced with each share of the existing stock being replaced by 10 shares of Class A stock, for a total of 100 shares of stock.

The 25 shares of stock currently owned by Thomas Carter shall be replaced with 175 shares of Class A stock and 75 shares of Class B stock, for a total of 250 shares of stock.

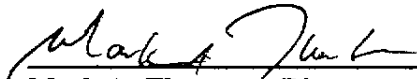
The 15 shares of stock which were repurchased by the corporation and which are currently held by the corporation shall be replaced with 150 shares of Class A stock.

The foregoing Amendment to the Articles of Incorporation of said Corporation was unanimously adopted and approved as of the 20 day of ~~April~~^{MAY}, 2004, by the Directors and Shareholders of the Corporation.


Thomas W. Carter, Director/Shareholder


Robert Swett, Director

CARTER BUSINESS GROUP, INC.


Mark A. Thornton, Director, and as Trustee
of the Thornton Voting Trust (for shareholders
Mark A. Thornton, Gary V. Thornton, Vanessa
Lynne Thornton, and Donna L. Harrelson)

STATE OF FLORIDA)
COUNTY OF ORANGE)

may The foregoing articles of amendment were acknowledged before me this 20th day of ~~April~~, 2004, by Mark A. Thornton, Thomas W. Carter, and Robert Swett, as all of the Directors, and the authorized representatives of all of the shareholders, of ~~Carter Beasley~~ Group, Inc., a Florida corporation, on behalf of the corporation.

Notary Public



Selina Beasley