

311825

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346
ORLANDO, FLORIDA 32802 2346

800 NORTH MAGNOLIA AVENUE
SUITE 1500
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 423-1831

WRITER'S DIRECT DIAL NO.
(407) 428-5119

January 13, 1998

Florida Department of State
Attention: Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500002401635--9
-01/15/98--01062--003
*****87.50 *****87.50

Re: Articles of Amendment to the Articles of Incorporation
of Color Wheel Paint Mfg. Co., Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Color Wheel Paint Mfg. Co., Inc., amending Articles VII and X of the Articles of Incorporation. Also enclosed is a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 certified copy fee. After the Articles of Amendment have been filed, please return the certified copy to this office.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Steven K. Strube w/enclosure
Charles H. Egerton, Esq.

Amend

VS JAN 16 1998

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF COLOR WHEEL PAINT MFG. CO., INC.

FILED
98 JAN 15 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I - Name

The name of the corporation is Color Wheel Paint Mfg. Co., Inc. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the Directors of the Corporation approved a resolution amending Articles VII and X of the Articles of Incorporation at the annual meeting of the Board of Directors held on December 1, 1995. Shareholders owning all of the Class A voting common stock of the Corporation and entitled to vote on the amendment to the Articles of Incorporation, pursuant to Section 607.1003 of the Florida Statutes, approved the resolution amending Articles VII and X of the Articles of Incorporation at the annual meeting of the shareholders held on December 1, 1995, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The following is a true and correct copy of the resolutions amending Articles VII and X of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE VII - DIRECTORS

The number of directors of this corporation shall be six (6), and the directors shall not be required to be stockholders.

At each annual meeting of the stockholders, the stockholders owning Class A voting common stock shall elect the directors to hold office until the next succeeding annual meeting. Fifty percent (50%) of all directors of the Corporation shall be members of the following class of persons: (i) Charles W. Strube and (ii) members of the Immediate Family (as defined below) of Charles W. Strube; provided, however, that this requirement shall not apply if less than fifty percent (50%) of the Class A voting common stock of the Corporation is owned by one or more of Charles W. Strube, members of the Immediate Family of Charles W. Strube and any Family Trusts (as defined below) of Charles W. Strube. In addition, fifty percent (50%) of all directors of the Corporation shall be members of the following class of persons: (i) Donald K. Strube and (ii) members of the Immediate Family (as defined below) of Donald K. Strube; provided, however, that this requirement shall not apply if less than fifty percent (50%) of the Class A voting common stock of the Corporation is owned by one or more of Donald K. Strube, members of the Immediate Family of Donald K. Strube and any Family Trusts (as defined below) of Donald K. Strube. Charles W. Strube and Donald K. Strube may each be referred to herein as a "Founder."

The "Immediate Family" of a Founder shall mean the spouse of such Founder and lineal descendants of such Founder. A "Family Trust" shall mean a trust that is (i) for the exclusive benefit of such Founder and/or members of the Immediate Family or the spouses of such Immediate Family; and (ii) the trustees of such trusts are all members of a class consisting of the respective Founder, members of such Founder's Immediate Family and corporate fiduciaries.

If the requirement to elect fifty percent (50%) of the directors from a class consisting of a Founder and members of the Founder's Immediate Family does not apply, then such directors shall be elected at each annual meeting by the holders of Class A voting common stock."

FURTHER RESOLVED, that Article X of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law; provided, however, that Article VII of these Articles of Incorporation may only be amended by a unanimous vote of stockholders holding voting stock of the Corporation."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 1st day of December, 1996.

COLOR WHEEL PAINT MFG. CO., INC.

By: Steven K. Strube
Steven K. Strube, President