

314339

Amendment
Filed 8-9-85

100002537301--9

4 pgs.

Charter # Only

314339

ROGERS, TOWERS ET AL

Requestor's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32302 222-7200

City

State

ZIP

Phone #

Please call Connie or Pat if any problems
CORPORATION(S) NAME

VALIDATION ONLY

Ryder / P-I-E Nationwide Inc.

FILED
1985 AUG -9 PM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- PROFIT
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- AMENDMENT
- MERGER
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- DISSOLUTION
- MARK
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- ANNUAL REPORT
- RESERVATION
- REINSTATEMENT
- OTHER
- CERTIFIED COPY
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- CERTIFICATE UNDER SEAL
- WALK IN
- WILL WAIT
- PICK UP
- MAIL OUT
- CALL
- AFTER 4:30

amend to stock

Name	
Availability	8/9/85
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Updater	<i>[Signature]</i>
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8/9/85
3:00

CHARTER TAX STAMP

C. TAX 10,210

FILING 15

R. AGENT FEE

C. COPY 15

TOTAL 10,240

N. BANK

BALANCE DUE

REFUND

ARTICLES OF AMENDMENT
OF
RYDER/P-I-E NATIONWIDE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.181 of the General Corporation Act of Florida, the undersigned corporation adopts these Articles of amendment.

FIRST: The name of the Corporation is Ryder/P-I-E Nationwide, Inc.

SECOND: The Articles of Incorporation of this Corporation is amended by changing the article numbered "ARTICLE III" so that, as amended, said Article shall read as follows:

"ARTICLE III

The number of shares of capital stock which the Corporation shall have authority to issue is Five Million (5,000,000) shares of Preferred Stock, without par value, and Thirty Million (30,000,000) shares of Common Stock, without par value, all of which shall be fully paid and nonassessable. The Preferred Stock shall have such preferences, rights, voting powers, restrictions and qualifications of, dividends, on, times and prices of redemption of, and conversion rights of its shares, as the Directors may fix from time to time and set forth and file in articles supplementary to the Articles of Incorporation before issuance of any unissued shares of Preferred Stock. Dividends on the outstanding shares of Preferred Stock shall be cumulative and payable in preference and priority to any dividends or distributions upon the Common Stock; whenever the full dividends shall have been paid upon all outstanding Preferred Stock for all past dividend periods, the Board of Directors may declare or cause to be paid dividends to the holders of Common Stock. The Preferred Stock shall have preference and priority over the Common Stock for payment of the amount to which the outstanding Preferred Stock shall be entitled, in accordance with provisions now or hereafter set forth in the Articles of Incorporation of the Corporation, upon voluntary or involuntary liquidation, or upon voluntary or involuntary distribution of the assets of the Corporation; and after payment of such amount upon the Preferred Stock all remaining assets of the Corporation shall be distributed to the holders of the Common Stock as the Directors may so determine."

THIRD: The amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on the 30th day of July, 1985.

FOURTH: The 97 issued and outstanding shares of capital stock of the Corporation are to be exchanged for 5,400,000 shares of Common Stock.

Signed this 1st day of August, 1985.

RYDER/P-I-E NATIONWIDE, INC.

By:

John M. Suggs
John M. Suggs
Executive Vice President

By:

Morleen O. Davies
Morleen O. Davies
Assistant Secretary

STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

The foregoing instrument was acknowledged before me
this 1st day of August, 1985, by Morleen O. Davies,
Assistant Secretary of Ryder/P-I-E Nationwide, Inc., on behalf of
the Corporation.

My Commission expires July 18, 1988.

Barbara Louise Tussler
Notary Public