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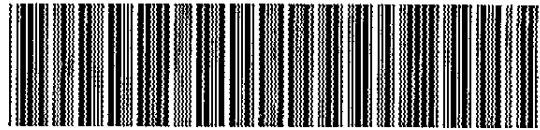
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SECRETARY OF STATE
TALLAHASSEE, FL

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WILLIAMS & COULSON
ATTORNEYS AT LAW

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ROBERT G. STASH
(412) 454-0231

March 12, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ocean Tide of Rivera Beach, Inc.

Dear Sir or Madam:

Enclosed herewith for filing are Articles of Amendment for the above-referenced corporation along with a check in the amount of \$43.75 payable to the Florida Department of State.

After the Articles of Amendment are filed, please return a Certified copy to me at the above address.

Please call me at the above number if you have any questions regarding the enclosed filing.

Sincerely yours,



Robert G. Stash

RGS/mdw

Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

OCEAN TIDE OF RIVIERA BEACH, INC.

(present name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article III of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

"ARTICLE III. CAPITAL STOCK"

The corporation shall be authorized to issue 2 classes of common stock. The aggregate number of shares, classes of shares and par value of shares which the Corporation shall have the authority to issue shall be as follows:

Number, Class and Par Value of Shares:

- (a) 100 shares of Voting Common Stock, no par value per share
- (b) 10,000 shares of Nonvoting Common Stock, no par value per share

The shares of the Corporation authorized to be issued prior to the date hereof shall henceforth constitute Voting Common Stock of the Corporation."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: January 1, 2004

FOURTH: Adoption of Amendment(s) (CHECK ONE)

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

___ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to use separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

___ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

___ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of January, 2004.

Signature Angelo F. Falconi
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Angelo F. Falconi
Typed or Printed name

President
Title