

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS
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COR AMND/RESTATE/CORRECT OR O/D RESIGN**INSURANCE BY KEN BROWN, INC.**

Certificate of Status	1
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C. Coulllette JAN 04 2006

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF INSURANCE BY KEN BROWN, INC.

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The undersigned, the President of INSURANCE BY KEN BROWN, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is INSURANCE BY KEN BROWN, INC.
2. The Articles of Incorporation of the Corporation are amended by deleting Article III in its entirety and inserting the following Article III in its place and stead:

"ARTICLE III

AUTHORIZED CAPITAL STOCK

- "1. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 11,000 shares of common stock having a par value of \$10.00 per share, of which 1,000 shares shall be designated as Voting Common Stock and 10,000 shares shall be designated as Non-Voting Common Stock.
2. All shares of stock of the Corporation, whether Voting Common Stock or Non-Voting Common Stock, shall rank *pari passu* with respect to dividend rights, rights to payment upon liquidation, and all other rights and privileges incident thereto, except voting rights. Non-Voting Common Stock shall have no voting rights with respect to any corporate matter.
3. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive."
3. The amendment provided above does not effect an exchange, reclassification, or cancellation of any shares of Corporation stock issued prior to the filing of the Articles of Amendment.
4. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous consent of the shareholders and the directors of the Corporation on January 2, 2007.
5. The Amendment was approved by unanimous consent of all of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment effective this 2nd day of January, 2007.


Kenneth M. Brown, President

SECRETARY OF STATE
FLORIDA

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