

499794

HOLLY HANCE

(Requestor's Name)

3101 SESSIONS RD

(Address)

TALLAHASSEE, FL 32303

(Address)

850-425-6200

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

FRINGE BENEFITS MANAGEMENT CO.

(Business Entity Name)

499794

(Document Number)

Certified Copies X Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100061616311

11/29/05--01014--001 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV 29 AM 8:48

FILED

Amend

G. Ocallette NOV 29 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Fringe Benefits Management Company

DOCUMENT NUMBER: 499794

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Holly Hance
(Name of Contact Person)

Fringe Benefits Management Company
(Firm/ Company)

P. O. Box 18787
(Address)

Tallahassee, Florida 32302-1878
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Holly Hance at (850) 425-6200
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
FRINGE BENEFITS MANAGEMENT COMPANY
CHARTER NO. 499794**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV 29 AM 8:48

FILED

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Sections 607.1001 and 607.1002 of the Florida Business Corporation Act, Florida Statutes (2004), the undersigned corporation hereby changes and amends its Articles of Incorporation through the adoption and filing of the following Articles of Amendment to its Articles of Incorporation:

1. The following Articles of Amendment to the corporation's Articles of Incorporation were adopted and subscribed to pursuant to a vote of the shareholders representing the number of shares whose affirmative votes would cause passage of the amendment at a meeting of shareholders. Notice of this amendment has been provided to all shareholders in accordance with the provisions of Section 607.1002(1)(a), Florida Statutes (2004).

2. The ~~effective~~ date of this amendment is January 1, 2005.

3. Pursuant to the provisions of Florida Statutes as above stated, Article III of the Articles of Incorporation of **FRINGE BENEFITS MANAGEMENT COMPANY** is amended to read as follows:

**ARTICLE III
CAPITAL STOCK**

A. COMMON STOCK.

1. The aggregate number of shares of common stock which the corporation is authorized to issue is 1,200,000. Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

2. No preferences, limitations or relative rights, other than those provided by law, shall exist with respect to any of such shares of the corporation or any of the holders thereof.

B. PREFERRED STOCK.

A. The corporation shall have authority to issue 89,902 shares of Class C cumulative preferred stock. Such shares shall have a par value of Nine and 54/100ths (\$9.54) Dollars per share.

B. No preferences, limitations or relative rights, other than those provided by law, or as may be provided in these Articles of Incorporation, shall exist with respect to any of such shares of the corporation of any of the holders thereof.

C. DIVIDENDS.

The preferences, limitations, and relative rights with respect to Class C preferred shares are as follows:

1. The holders of Class C preferred shares shall be entitled to receive annual dividends at the rate of Two Percent over the Prime Rate (adjusted quarterly), on the par value of such shares payable monthly on the first day of each month (the "Dividend Dates"). Such dividends shall accrue from day to day from the date of issuance of any Class C preferred share, whether or not earned or declared. Dividends on Class C preferred shares must be paid before any dividends may be declared, paid, or set apart for the common shares, and dividends on Class C preferred shares are cumulative so that if in any year or years dividends on the outstanding Class C preferred shares at the rate specified above are not paid, or set apart for that purpose, the amount of the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distributions by way of dividend, or otherwise, shall be declared, paid, or set apart for the common shares. Such dividends shall be paid in the form of cash or check. Dividends shall be paid prior to the expiration of ten (10) days after the Dividend Dates. In any given fiscal year, dividends for such year on Class C preferred shares must be paid in cash before any dividends may be declared, paid, or set apart for the common shares.

2. The holders of shares of Class C Preferred Shares shall be entitled to the dividends provided above and no more. Such shares shall be nonparticipating, and shall not be entitled to any dividends other than the dividend herein provided.

3. After all cumulative dividends on Class C Preferred Shares have been paid, declared, or set apart for payment to the holders of the preferred shares, the Board of Directors may declare and pay or set apart dividends for the common shares to the extent permitted by law.

4. These shares shall be prior and superior, as to dividends and the right and obligations to redeem and to put the stock, with respect to any future series of preferred stock hereafter authorized and issued by the Company.

D. CONVERSION RIGHTS - CLASS C.

1. Every holder of the Class C preferred shares shall be entitled to surrender and convert any certificate(s) representing such shares to common stock at the ratio of 1 share of Class C preferred Stock for each share of common stock. Such right is exercisable at any time.

2. All certificates of Class C preferred stock thus exchanged for common stock shall be retired and cancelled and shall not be reissued. All certificates issued in lieu of preferred certificates shall be and remain common stock.

3. Should there be any increase or reduction in the number of outstanding shares of common stock after the first date of issuance of the Class C preferred stock by reason of any split, stock dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares, then the number of common shares to be issued to the holder of the Class C preferred shares must be fairly and equitably adjusted by appropriate amendment of this paragraph so as fairly and equitably to preserve, as far as reasonably possible, the original conversion rights of the Class C preferred shares. Any amendment and adjustment necessitated by an increase or reduction in the number of outstanding common shares must be accomplished before any notice of redemption may be given to the Class C preferred shareholders.

E. CONVERSION PROCEDURE - CLASS C.

1. To convert Class C preferred shares, the holder of such shares must (i) give the Company at least thirty (30) days' written notice of his or her intention to convert such shares, (ii) furnish the Company with a written declaration of the holder's intent to convert all or any portion of the certificate(s), (iii) surrender the certificate/shares to the Company, (iv) furnish appropriate endorsements and transfer documents if required by the Company or its transfer agent, (v) pay any transfer or similar tax required by law to be paid, and (vi) execute a copy of the Amended Stockholders Agreement or a Joinder Agreement thereto. The date on which all such requirements are satisfied is the Conversion Date. As soon as practicable after the Conversion Date, the Company shall deliver to such holder a certificate for the number of full shares of common stock issuable upon the conversion and a check for any fractional share. Such holder shall be treated as a common stockholder of record of the Company on and after the Conversion Date.

2. The Company shall reserve out of its authorized but unissued common stock a number of shares of common stock sufficient to permit the conversion of all the Class C preferred shares.

F. RESTRICTIONS UPON TRANSFER.

1. CLASS C.

A. The Class C shares are not transferable nor may any interest in such shares be assigned, collateralized, granted or conveyed except to a bank or other financial institution as a part of a financing arrangement for the acquisition of the shares.

B. Except as provided in the preceding paragraph and in those provisions set forth in Article III (J) regarding the Company's right of first refusal, the Class C preferred shares may not be sold, given, assigned, transferred by operation of law, or otherwise conveyed, to any person or persons not a common stockholder of record as of December 15, 1999; provided, however, that shares may be transferred or bequeathed to a spouse or other members of the Class C preferred stockholder's family, or to a trust established for the benefit of one or more members of the Class C preferred stockholder's family.

G. CALL OPTION - CLASS C.

At the option of the Board of Directors, the Company may redeem the whole, or any part, of the Class C preferred shares in accordance with the following provisions:

Commencing January 1, 2000, the Company may call all or any part of the outstanding Class C preferred shares by paying in cash therefore a sum (the "Redemption Price") which shall equal the greater of (i) the stated Par Value of each Class C preferred share, or (ii) the most recent independently appraised per share value of the Company's common stock as approved at the annual meeting of the common stockholders immediately preceding the exercise of the redemption right. Redemptions shall be pro-rata among all Class C preferred stockholders. Such right may be exercised within the sixty (60) day period following the annual common stockholders' meeting.

In the event of a Call, the Company shall give at least fourteen (14) days' prior notice in writing to each shareholder by mail, postage prepaid, at his or her last known address shown on the records of the Company, stating the date and plan of redemption.

If less than all of the shares represented by any such certificate shall be Called, a new certificate shall be issued representing the uncalled shares.

H. PUT OPTION - CLASS C.

1. On or after January 1, 2003, the holders of the Class C preferred shares shall have the right (hereafter called a "Put Option"), exercisable during the period of June 1 through December 31 of

each option year (the "Exercise Period"), to require that the Company repurchase a portion of his or her Class C preferred shares, as follows:

A. During the Exercise Period of June 1 through December 31, 2003, the holders of the Class C preferred shares shall have the right (hereafter called the "2003 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

B. During the Exercise Period of June 1 through December 31, 2004, the holders of the Class C preferred shares shall have the right (hereafter called the "2004 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

C. During the Exercise Period of June 1 through December 31, 2005, the holders of the Class C preferred shares shall have the right (hereafter called the "2005 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

D. During the Exercise Period of June 1 through December 31, 2006, the holders of the Class C preferred shares shall have the right (hereafter called the "2006 Put Option") to require that the Company repurchase up to Ten (10%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

E. During the Exercise Period of June 1 through December 31, 2007, the holders of the Class C preferred shares shall have the right (hereafter called the "2007 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

F. During the Exercise Period of June 1 through December 31, 2008, the holders of the Class C preferred shares shall have the right (hereafter called the "2008 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

G. During the Exercise Period of June 1 through December 31, 2009, the holders of the Class C preferred shares shall have the right (hereafter called the "2009 Put Option") to require that the Company repurchase up to Twenty (20%) Percent of his or her original Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

H. Commencing June 1, 2010, the holders of the Class C preferred shares shall have the right (hereafter called the "Final Put Option") to require that the Company repurchase all or any portion of the holder's remaining Class C preferred stockholdings at a price per share equal to the most recent independently appraised per share value of the Company's common stock.

2. The Class C Put Options are non-cumulative and to the extent not exercised in any one year may not be exercised in later years; provided, however, that a put option which is not exercised in the year for which it was granted may be exercised in the following year's Exercise Period if the put option for such following year is also exercised. The Final Put Class C Option is exercisable at any time after June 1, 2010.

3. Any stockholder wishing to exercise a Class C Put Option shall give the Company's President, Comptroller or Secretary, written notice of the number of shares which the stockholder wishes to put to the Company (the "Put Notice"). The Company shall comply with the Put Notice within ninety (90) days from the date of its receipt thereof.

I. RIGHTS OF FIRST REFUSAL UNDER AMENDED STOCKHOLDERS AGREEMENT - CLASS C.

Any attempted sale of all or any portion of a stockholder's Class C preferred stock shall be subject to the provisions for a right of first refusal set forth in the Amended Stockholders Agreement, as from time to time amended or restated; provided, however, that the right for first refusal shall initially lie with the Company and thereafter with the other Class C preferred stockholders.

J. LIQUIDATION PREFERENCE.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Company, the holders of Class C preferred shares shall receive, out of the assets of the corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the common shares, an amount equal to the par value of such preferred shares plus all accrued and unpaid dividends.

IN WITNESS WHEREOF, the undersigned President, Secretary and shareholders of this corporation have executed these Articles of Amendment this 28TH day of NOVEMBER, 2005.

Lorraine Strickland
Lorraine Strickland, President

Patricia K. Neely
Patricia K. Neely, Secretary

{SEAL}

L:\Functional Teams\Compliance\Private\2005 Documents\Amendment Eliminating Preferred Class B.doc