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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

COCOA MASONRY OF PINELLAS COUNTY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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10/17/05
Amend -
10/14/2005

Audit Fax # 4050002443123

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF COCOA MASONRY OF PINELLAS COUNTY, INC.**

THE UNDERSIGNED, JAMES T. PAUL, being the President, and MICHEALL, CROFT, being the Secretary, of COCOA MASONRY OF PINELLAS COUNTY, INC., a Florida corporation (the "Corporation"), do hereby certify that the following Articles of Amendment of Articles of Incorporation of COCOA MASONRY OF PINELLAS COUNTY, INC., was approved by the Stockholders of said Corporation on the 13 day of October, 2005, at a duly called meeting of the Stockholders and Director of the Corporation.

The Articles of Incorporation of COCOA MASONRY OF PINELLAS COUNTY, INC., are hereby amended as follows:

1. Article III regarding the Capital Stock of the Corporation is hereby deleted and the following is inserted in lieu thereof:

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,000 shares of common stock, of which 70 shall be voting and 6,930 shall be non-voting, all having a par value of \$1.00 per share.

2. All amendments included herein were adopted October 13, 2005, pursuant to Section 601.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by the consent of Shareholders of the Corporation who are entitled to vote the 13th day of October, 2005.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

Alan J. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 71750

Audit Fax # 4050002443123

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 13 day of October, 2005.

COCOA MASONRY OF PINELLAS
COUNTY, INC.

By: *James T. Paul*
JAMES T. PAUL, President

ATTEST:

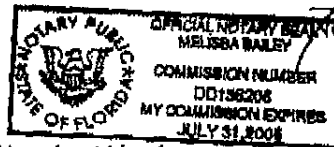
By: *Michael L. Croft*
MICHAEL L. CROFT, Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ON THIS 13 day of October, 2005, before me Melissa Bailey (name of notary) the undersigned notary, personally appeared JAMES T. PAUL, known to me, or who produced as identification, and who did take an oath, to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that such person voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

My Commission Expires:



J:\PAP\UL\Recap\alization\Articles of Amendment.1d.wpd

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar # 71750

Audit Fax # H050002443123

**PLAN OF RECAPITALIZATION
OF
COCOA MASONRY OF PINELLAS COUNTY, INC.**

This Plan of Recapitalization of COCOA MASONRY OF PINELLAS COUNTY, INC., a Florida Corporation (hereinafter the "Corporation"), pursuant to Section 368(a)(1)(B) of the Internal Revenue Code and the regulations thereunder, is adopted as follows:

1. There are currently 700,000 shares of the Corporation Common Stock authorized, all of which are common voting stock with \$0.01 par value per share, of which 7,000 shares are currently outstanding. JAMES T. PAUL, as Trustee of the JAMES T. PAUL LIVING TRUST dated March 30, 1999 owns 3,570 shares and JASON A. PAUL owns 3,430 shares.
2. The capitalization of the Corporation shall be changed so that there will be 7,000 authorized and outstanding shares of which 70 shall be voting and 6,930 shall be non-voting, each with a par value of \$1.00, of which 70 voting shares and 3,500 non-voting shares shall be owned by JAMES T. PAUL, as Trustee of the JAMES T. PAUL LIVING TRUST dated March 30, 1999, and 3,430 non-voting shares shall be owned by JASON A. PAUL.
3. All prior shares and certificates shall be cancelled to facilitate the above constituting all authorized stock and all issued stock of the Corporation.

IN WITNESS WHEREOF, the undersigned has adopted this Plan of Recapitalization effective October 13, 2005.

**COCOA MASONRY OF PINELLAS COUNTY,
INC.**

By: _____


JAMES T. PAUL, President

Alan B. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 142-1200
Florida Bar #: 71750

J:\P\PAUL\Recapitalization\Plan of Recap.1c.wpd