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## BRUCE R. ABERNETHY, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW

WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

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September 13, 2004

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

Dear Sir or Madam:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation of M.D.M. Marble Co., Inc.

We would appreciate your filing the Articles of Amendment to Articles of Incorporation of M.D.M. Marble Co., Inc. and returning the filing acknowledgment to my attention. Our check made payable to the Division of Corporations in the amount of \$35.00 is enclosed for the filing fees.

Sincerely,

Bruce K. Abernethy, Jr.

BRA/jlb Enclosures

## AMENDMENT TO ARTICLES OF INCORPORATION OF M.D.M. MARBLE CO., INC.

Pursuant to the provisions of Section 607.1001, Florida Statutes, M.D.M. MARBLE CO., INC., a Florida corporation (hereinafter referred to as the "Corporation") adopts the following Second Amendment to its Articles of Incorporation. The priginal Articles of Incorporation of M.D.M. MARBLE CO., INC. were filed and approved on November 16, 1976. The Corporation was assigned charter number 518549. A First Amendment to the Corporation's Articles of Incorporation was filed on August 24, 1979, which First Amendment modified the provisions of Article IV of the original Articles of Incorporation. The Articles of Incorporation are hereby further amended as follows:

1. ARTICLE IV shall be amended to read:

## **ARTICLE IV**

The Corporation is authorized and empowered to issue two classes of Common Stock as follows:

- (A) Class A Common Stock: The Corporation shall be authorized to issue and have outstanding at any one time 1,000 shares of Class A Common Stock having a par value of ONE DOLLAR (\$1.00). Each share of Class A Common Stock shall have one (1) vote.
- (B) Class B Common Stock: The Corporation shall be authorized to issue and have outstanding at any one time 9,000 shares of Class B Common Stock having a par value of ONE DOLLAR (\$1.00). Class B Common Stock shall have no voting rights except in instances where state law shall require the vote of all classes of stock or as shall be provided in the By-Laws of the Corporation; in which event, each share of Class B Common Stock shall have one vote.
- (C) Each share of each class of stock shall be fully paid and non-assessable. The holders of shares of Class A and Class B Common Stock shall share on an equal basis upon winding up distribution or liquidation of the Corporation, after payment of costs of sale, and payment of taxes and secured and unsecured general creditors of the Corporation each shareholder shall receive for each share of stock an amount equal to the product upon division of the funds of property available for such distribution divided by the combined total number of shares of Class A and Class B Common Stock then outstanding.

- (D) All dividends, stock dividends, benefits, or distributions of any type or nature shall be divided proportionately so that each share of stock, whether Class A or Class B shall be treated the same. Any rights which shall be deemed or given to either class of stock in the future shall be given likewise and in the same manner, amount, or benefit to holders of the other class of stock. The only difference between the rights of Class A Common Stock and Class B Common Stock shall be as to voting rights.
- 2. The foregoing Amendment was adopted by the Stockholders and Directors of the Corporation on the 312 day of \_\_\_\_\_\_\_, 2004.
- 3. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.

M.D.M. MARBLE CO., INC.

Charles Williams, President and sole

Shareholder

STATE OF FLORIDA COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CHARLES WILLIAMS, who is known to be the President of M.D.M. MARBLE CO., INC. He is personally known to me or has produced a valid Florida Drivers License as identification, and he executed the foregoing instrument and acknowledged to and before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day of \_\_\_\_\_\_\_, 2004.

NOTARY PUBLIC, STATE OF FLORIDA

PRINTED NAME OF NOTARY NOTARY STAMP:

