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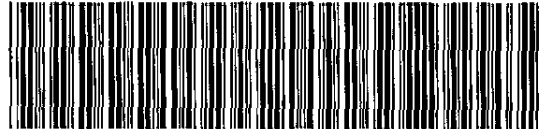
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RUPARI FOOD SERVICES, INC.**

FILED
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Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of **RUPARI FOOD SERVICES, INC.**, are hereby amended as follows:

Pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, the Board of Directors and the Shareholders of the corporation unanimously approved the amendment to the Corporation's Articles of Incorporation on 9/29, 2005 as follows:

Article III of the Articles of Incorporation of this corporation is amended in its entirety to read as follows:

ARTICLE III
CAPITAL STOCK

A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 901,000 shares, 1,000 shares of which shall be common stock (the "Common Stock") and 900,000 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$10.00 per share and the Common Stock shall have a par value of \$1.00 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation (voting together on an as-if-converted basis).

C. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Amendment, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, the redemption price or prices, the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

D. 200,000 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

1. Dividends. The Preferred Stock holders shall have no right to dividends of the company.

2. Voting. The Preferred Stock holders accept these shares with the knowledge that they are non-voting shares.

3. Redemption. The holders of the shares of Preferred Stock shall have the redemption rights which will allow them at any time after January 1, 1993 to make demand upon the company to redeem these preferred shares for a total sum of \$2,000,000.

E. 700,000 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series B Preferred Stock are as follows:

1. Dividends. Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of six percent (6%) of the "Original Issue Price" per annum on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares). The Original Issue Price of the Series Preferred shall be Ten Dollars (\$10.00). Such dividends shall be payable only when, as and if declared by the Board of Directors and shall be non-cumulative and no right shall accrue to holders of Series B Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year or period, nor shall any undeclared or unpaid distribution bear or accrue interest. In addition to, and without limitation of, the foregoing, no dividends may be paid on the Common Stock which would result in the Corporation having insufficient funds to redeem the Series B Preferred Stock at the Series B Redemption Price (as defined below).

2. Voting. Holders of Series B Preferred Stock shall be entitled to one (1) vote for each share of Series B Preferred Stock held by such holder at the time such vote is called for and taken.

3. Optional Redemption. Upon the request of an individual holder of shares of Series B Preferred Stock or upon the request of the corporation (but only if funds are legally available therefor), the corporation shall redeem the number of shares of Series B Preferred Stock held by such holder that is specified in a request for redemption delivered by the party requesting redemption, by paying in cash therefor, the per share Series B Redemption Price (as defined herein) for each share of Series B Preferred Stock being redeemed (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared but unpaid dividends on such shares. The "Series B Redemption Price" shall be equal to the fair market value of the corporation's Common Stock being exchanged for shares of Series B Preferred Stock subject to adjustment by agreement between the corporation and the holders of the shares of Series B Preferred Stock.

4. **Liquidation Preference.** In the event of a liquidation, dissolution or winding up of the corporation, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or funds of the corporation to the holders of the Series A Preferred Stock or the Common Stock, the Original Issue Price (as adjusted) per share of the Series B Preferred Stock plus all accrued but unpaid dividends thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of Sept 29, 2005.

RUPARI FOOD SERVICES, INC.

By: 
Robert Mintz, President