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NO. 405

P. 1

561979

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*Amend
of*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

THE ANSPACH EFFORT, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

561979

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED EXHIBIT A ANNEXED HERETO AND MADE A PART HEREOF

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

SEE ATTACHED EXHIBIT B ANNEXED HERETO AND MADE A PART HEREOF

(continued)

EXHIBIT A

Articles of Amendment
to
Articles of Incorporation
of
The Anspach Effort, Inc.

The Articles of Incorporation of The Anspach Effort, Inc. (the "corporation") is hereby amended by deleting Article III thereof in its entirety and inserting in its place the following new Article III:

"ARTICLE III - Capital Stock

The aggregate number of shares, classes of stock and par value of shares which the corporation shall have authority to issue shall be 7,500 shares of Class A Voting Common Stock, with a par value of \$1.00 per share, and 75,000 shares of Class B Non-Voting Common Stock, with a par value of \$1.00 per share. All of said shares shall be issued as fully paid and non-assessable.

The relative rights and preferences of the classes of common stock of the corporation shall be as follows:

(a) The holders of Class A Voting Common Stock are entitled to one vote for each one such share held at each meeting of the shareholders of the corporation (and written actions of shareholders in lieu of meetings) with respect to any and all matters presented to the shareholders of the corporation for their action or consideration.

(b) The holders of Class B Non-Voting Common Stock are not entitled to any votes in respect of such shares at meetings of the shareholders of the corporation (and written actions of shareholders in lieu of meetings).

(c) Except as set forth in the following subsections (a) and (b), there shall be no differences in the relative rights and preferences of Class A Voting Common Stock and Class B Non-Voting Common Stock. Without limiting the foregoing, Class A Voting Stock and Class B Non-Voting Common Stock shall, on a per share basis, participate equally in any dividends or distributions of the corporation.

The corporation may restrict the transfer of any share of its Class A Voting Common Stock or its Class B Non-Voting Common Stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any share of Class A Voting Common Stock or Class B Non-Voting Common Stock of the corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of such common stock of the corporation, or any securities exchangeable for or convertible into such stock, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such stock.

The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any Class A Voting Common Stock or Class B Non-Voting Common Stock of the corporation, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive."

EXHIBIT B

**Articles of Amendment
to
Articles of Incorporation
of
The Anspach Effort, Inc.**

Immediately upon the filing of this Articles of Amendment to Articles of Incorporation of The Anspach Effort, Inc., the 300 shares of common stock, with a par value of \$1.00 per share, of the corporation that are issued and outstanding shall immediately be converted into and become 300 shares of Class A Voting Common Stock, with a par value of \$1.00, and 3,000 shares of Class B Non-Voting Common Stock, with a par value of \$1.00 per share. The terms of the change shall be as follows: 300 shares of common stock, with a par value of \$1.00 per share, of the corporation, all of which are issued and outstanding, will be changed into (a) 300 shares of Class A Voting Common Stock, with a par value of \$1.00 per share, at the rate of 1 new share of Class A Voting Common Stock for each issued and outstanding old share of the corporation and (b) 3,000 shares of Class B Non-Voting Common Stock, with a par value of \$1.00 per share, at the rate of 10 new shares of Class B Non-Voting Common Stock for each issued and outstanding old share of the corporation.