

570621

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000000275 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (813) 461-1818
Fax Number : (813) 441-8617

BASIC AMENDMENT

ALTAMURA, MARSH AND ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	10
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN - 7 PM 3:09

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
1-7-99
DC

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000000275 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (813)461-1818
Fax Number : (813)441-8617

BASIC AMENDMENT

ALTAMURA, MARSH AND ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	10
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000000275 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (813) 461-1818
Fax Number : (813) 441-8617

BASIC AMENDMENT

ALTAMURA, MARSH AND ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

RECEIVED
99 JAN -5 PM 4:25
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

ALTAMURA, MARSH AND ASSOCIATES, INC.
PO BOX 6980
STE 210
CLEARWATER, FL 33761US

SUBJECT: ALTAMURA, MARSH AND ASSOCIATES, INC.
REF: 570621

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000000275
Letter Number: 599A00000668



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

ALTAMURA, MARSH AND ASSOCIATES, INC.
PO BOX 6980
STE 210
CLEARWATER, FL 33761US

SUBJECT: ALTAMURA, MARSH AND ASSOCIATES, INC.
REF: 570621

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE GIVE THE DATE OF ADOPTION OR APPROVAL BY THE SHAREHOLDERS.

IN NUMBER 3, IT IS STATED THAT THE CERTIFICATE OF DESIGNATION IS ATTACHED. WHEN SO STATED, IT MUST BE ATTACHED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000000275
Letter Number: 699A00000561

H99000000275 0

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALTAMURA, MARSH AND ASSOCIATES, INC.
ESTABLISHING A SERIES OF SHARES PURSUANT
TO FLORIDA STATUTES §607.0602

To: The Department of State of the State of Florida:

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation hereby submits the following information relating to the adoption by the Directors of the Corporation of an amendment to Article IV of the Corporation's Articles of Incorporation and that the holders of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote approved this Amendment by a Special Corporate Action by Written Consent of Shareholders such that the number of votes cast for the amendment was sufficient for approval by the shareholders. Prompt notice of this action was provided to all stockholders of the Corporation in accordance with Chapter 607 of the General Corporate Law of the State of Florida and the provisions of the Corporation's Articles of Incorporation and Bylaws.

Pursuant to the provisions of Chapter 607.0602, Florida Statutes, the undersigned Corporation hereby submits the following information relating to the adoption by the Directors of the Corporation of an amendment of a series of shares and the establishment of the relative rights and preferences thereof. This Amendment and the Amended Certificate of Designation was duly adopted by unanimous consent of the Board of Directors of the Corporation on April 5, 1998, as more particularly described in Article Second of the Amended Certificate of Designation.

1. The name of the Corporation is: ALTAMURA, MARSH AND ASSOCIATES, INC., a Florida corporation (the "Corporation").

2. The Articles of Incorporation are hereby amended by deleting Article IV and substituting the following:

"ARTICLE IV. Capital Stock

The Corporation shall be authorized to issue two (2) classes of capital stock to be designated as Class A Preferred Stock ("Preferred Stock") and Class B Common Stock ("Common Stock"). The total number of shares of Preferred Stock that the Corporation shall have authority to issue is 6,312, \$1.00 par value, and the total number of shares of Common Stock that the Corporation shall have authority to issue is 3,888, \$1.00 par value. The Preferred Stock authorized by these Amended and Restated Articles of Incorporation shall be issued in series.

Prepared by:
Michael G. Little, Esquire
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 861677

H99000000275 0

H99000000275 0

The Board of Directors of the Corporation is authorized to establish each series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series, including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;
- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) sinking fund provisions, if any, for the redemption or purchase of shares of each series which is redeemable;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one (1) vote for each share held at all meetings of the Stockholders of the Corporation. The holders of Preferred Stock shall be entitled to the number of votes set forth in the Designation of Shares of Preferred Stock.

3. The Certificate of Designation, Preference and Rights of Class A Preferred Stock of Altamura, Marsh and Associates, Inc. ("Certificate of Designation"), is attached hereto and incorporated herein by reference.

4. All other provisions of the Articles of Incorporation remain the same as originally filed.

5. All Shareholders of the Corporation have approved the above on November 23, 1998.

ALTAMURA, MARSH AND ASSOCIATES,
INC., a Florida corporation

By: 
Leonard N. Altamura, President

H99000000275 0

H99000000275 0

**CERTIFICATE OF DESIGNATION,
PREFERENCES AND RIGHTS OF CLASS A PREFERRED STOCK
OF
ALTAMURA, MARSH AND ASSOCIATES, INC.**

The undersigned, being the President of ALTAMURA, MARSH AND ASSOCIATES, INC., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That pursuant to the Amended and Restated Articles of Incorporation duly filed with the Secretary of State of the State of Florida, the total number of shares which the Corporation may issue, as stated in Article IV thereof, consists of Three Thousand Six Hundred Eighty-Eight (3,688) shares of common voting stock having a par value of \$1.00 ("Common Stock") and Six Thousand Three Hundred Twelve (6,312) shares of preferred stock having a par value of \$1.00 ("Preferred Stock"), which Preferred Stock shall have such voting power, preferences, rights, terms and conditions as established by the Board of Directors from time to time.

SECOND: That pursuant to authority conferred upon the Board of Directors by Article IV of the Articles of Incorporation and Section 607.0602 of the Florida Business Corporation Act, the Board of Directors of the Corporation, effective April 5, 1998, duly adopted the following Resolutions, providing for the issuance of a series of Preferred Stock:

RESOLVED that, pursuant to authority vested in the Board of Directors by Article IV of the Articles of Incorporation of the Corporation, a series of Preferred Stock is hereby established, the distinctive designation of which shall be "Class A Preferred Stock" (such stock being hereinafter called "Class A" Preferred Stock), and the preferences and relative, participating, optional or other special rights of Class A Preferred Stock, and the qualifications, limitations or restrictions thereof shall be as follows:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this paragraph 1 shall have, for all purposes of this resolution, the meanings herein specified.

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of the Corporation's presently authorized class of Common Stock, \$1.00 par value, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

H99000000275 0

H99000000275 0

Effective Date. The term "Effective Date" shall mean the effective date of the filing of this Certificate of Designation with the Secretary of the State of Florida.

Initial Preference. The Term "Initial Preference" shall mean an amount distributed to the holders of the Class A Preferred Stock equal to the number of shares of Class A Preferred Stock issued multiplied by \$457.00 per share plus any unpaid cumulative compounded preferential dividends computed in accordance with the provisions of Section 2 hereof, being allocated to the Class A Preferred Stock before payment of any dividends for any Common Stock as provided in Section 3.

Issue Date. The term "Issue Date" shall mean, as to any share of Class A Preferred Stock, the date such share is issued by the Corporation to any holder thereof.

Class A Preferred Stock. The term "Class A Preferred Stock" when used herein shall mean 10,000 shares of Preferred Stock authorized hereunder.

2. **Dividends.** The Class A Preferred Stock shall entitle the holder of record thereof as of any record date therefor to receive, when and as declared by the Board of Directors, out of any funds legally available therefor, cash dividends on an equal amount as with the Class B Common Stock provided, all Class A Preferred Stockholders shall receive disbursement in full prior to payment of any Class B Common Stock dividend.

In the event that full dividends are not paid or made available to the holders of all outstanding shares of Class A Preferred Stock, and funds available shall be insufficient to permit payment in full to all such holders of the preferential amounts to which they are then entitled, the entire amount available for payment of dividends shall be distributed among the holders of the Class A Preferred Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled.

The Corporation shall not create any class or series of shares which shall rights greater than that of the Class A Preferred Stock. No dividends shall be paid on any Common Stock unless the Class A Preferred Stock shall be retired and paid.

H99000000275 0

H99000000275 0

3. Distributions Upon Liquidation, Dissolution or Winding Up.

- a. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Common Stock, the holders of the Class A Preferred Stock shall be entitled to be paid, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock, the amount of \$457.00 per share with respect to all outstanding Class A Preferred Stock owned by them, plus any declared and unpaid dividends thereon (referred to as the Initial Preference) from the assets of the Corporation legally available for distribution. If such distribution involves assets other than cash, the board of directors shall make a good faith determination of the value of the assets to be distributed to the holders of the Class A Preferred Stock. If such distribution involves cash and other property, the Class A Preferred Stockholder shall be entitled to receive a priority distribution of cash equal to the Initial Preference prior to the distribution of cash to any Common Stock. In no event will the Corporation create any class or series of shares that would be considered preferred in rights to the Class A Preferred Stock in the event of distributions upon liquidation, dissolution or winding up.
- b. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntary, pursuant to which there shall be assets or funds of the Corporation having an aggregate value exceeding the Initial Preference legally available for distribution, such assets and funds shall be distributed in their entirety and like amounts per share on an as-converted basis among the holders of the Common Stock. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Class A Preferred Stock shall be insufficient to permit the payment in full of such holder of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed among the holders of the Class A Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

H99000000275 0

H99000000275 0

- c. For purposes of this paragraph 3, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets with the acquisition of this Corporation by another entity by means of the merger or consolidation resulting in the exchange of the outstanding shares of this Corporation for securities or consideration issued, or caused to be issued by, the acquiring corporation or its subsidiary.
- d. In the event the Corporation shall propose to take any action of the types described in subparagraphs a. and c. of this paragraph 3, the Corporation shall, within ten (10) days after the date of the Board of Directors approves such action, or twenty (20) days prior to any shareholders' meeting called to approve such action, whichever is earlier, give each holder of the shares of Class A Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash or property to be received by the holders of shares of Class A Preferred Stock and the holders of Common Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of shares of Class A Preferred Stock of such material change.
- e. The Corporation shall not consummate any proposed action of the types described in subparagraphs a. and c. of this paragraph 3 before the expiration of thirty (30) days after the mailing of the initial notice or twenty (20) days after the mailing of any subsequent written notice, whichever is later; provided that any such 30-day or 30-day period may be shortened upon the written consent of the holders of a majority of the outstanding shares of Preferred Stock.

4. Mandatory Redemption.

The outstanding shares of Class A Preferred are subject to mandatory redemption by the Corporation at the price of \$457.00 per share, plus the amount of all unpaid cumulative compounded dividends on such Class A Preferred Stock, from funds legally available for such purpose under the Florida General Corporation laws, on or before the sale of majority in interest of the Corporation's Common Stock, including the consolidation or merger of the Corporation into or with another corporation or corporations, or the sale, lease or transfer of all or a substantial

H99000000275 0

part of the assets of the Corporation to another corporation or ("Sale of Business").

5. Voting Rights.

- a. Generally. The Class A Preferred Stock shall have one (1) vote per share on any question or in any proceeding or to be represented at or to receive notice of any meeting of the stockholders.
- b. Super Majority Vote to Change Rights, Preferences, and Powers. So long as any shares of Class A Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat), or the written consent with or without a meeting of the holders of at least 55% of the then outstanding shares of Class A Preferred Stock:
 - (i) increase the authorized amount of Class A Preferred Stock; or authorize or create, or increase the authorized amount of, any additional class of stock ranking prior to or on a parity with the Class A Preferred Stock as to dividends or assets; or authorize or create, or increase the authorized amount of, any class of stock or obligations convertible into or evidencing the right to purchase any class of stock ranking prior to or on a parity with the Class A Preferred Stock as to dividends or assets; issue any Preferred Stock; or
 - (ii) authorize or create, or increase the authorized amount of, any stock of the Corporation, other than Common Stock, which has the right to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount (other than the Class A Preferred Stock); or
 - (iii) amend, alter or repeal any of the provisions of the Certificate of Incorporation or any of the rights, preferences or powers of the outstanding Class A Preferred Stock fixed herein or determined by the Board of Directors for any shares of Class A Preferred Stock as herein authorized; so as adversely to affect the rights, preferences or powers of the Class A Preferred Stock or its holders; or
 - (iv) sell, lease or convey all, or substantially all, of the property or business of the Corporation; or

H99000000275 0

- (v) merge or consolidate with or into any other corporation or corporations, unless the corporation surviving or resulting from such merger or consolidation will have after such merger or consolidation no class of stock either authorized or outstanding ranking prior to or on a parity with the Class A Preferred Stock as to dividends or assets except the same number of shares of Class A Preferred Stock with the same rights, preferences and powers as the Class A Preferred Stock, and unless each holder of Class A Preferred Stock at the time of such merger or consolidation and in connection therewith shall continue to hold (in the case of a merger in which the Corporation is the surviving corporation) his shares of Class A Preferred Stock, or (in the case of a consolidation or a merger of the Corporation into some other corporation) shall receive the same number of shares of Class A Preferred Stock, with the same rights, preferences and powers, of such resulting Corporation; or
 - (vii) incur any indebtedness other than in the ordinary cause of business or for Preferred Indebtedness; or
 - (vii) amend or repeal any of the provisions of this paragraph 6.
6. Exclusion of Other Rights. Except as may otherwise be required by law, or in any agreements among the shareholders, the shares of Class A Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Articles of Incorporation of the Corporation, as amended.
7. Headings of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.
8. Severability of Provisions. If any right, preference or limitation of the Class A Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein. The provisions herein shall be

H99000000275 0

literally construed for the benefit of the Class A Preferred Stockholder.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the Corporation have hereunto set their hands as of the 25 day of November, 1998, and they hereby affirm that the foregoing Designation is the act and deed of the Corporation and that the facts stated herein are true.



Leonard N. Altamura, President



William H. Stitt, Secretary

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 25th day of November, 1998, by Leonard N. Altamura, as President, of ALTAMURA, MARSH AND ASSOCIATES, INC., a Florida corporation, on behalf of the corporation, who is personally known to me, or who produced a _____ as identification, and who did take an oath.



Notary Public

Print Name: Leslie E. Mirro

My commission expires: _____

STATE OF FLORIDA)

COUNTY OF PINELLAS)

LESLIE E. MIRRO
Notary Public - State of Florida
My Commission Expires Jan 23, 2000
Commission # CC52227

The foregoing instrument was acknowledged before me this 25th day of November, 1998, by William H. Stitt, as Secretary, of ALTAMURA, MARSH AND ASSOCIATES, INC., a Florida corporation, on behalf of the corporation, who is personally known to me, or who produced a _____ as identification, and who did take an oath.



Notary Public

Print Name: Leslie E. Mirro

My commission expires: _____

#171342 v1 - ALTAMURA/CertificateDesignation
11/9/98 4:19 PM

LESLIE E. MIRRO
Notary Public - State of Florida
My Commission Expires Jan 23, 2000
Commission # CC52227

H99000000275 0