

# 600794

CARLTON FIELDS	
Requestor's Name	
Post Office Drawer 190	
Address	Ailsa Ancheta
Tallahassee, FL 32302	224-1585
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. CARLTON FIELDS 9000002333239--9  
(Corporation Name) (Document #) -10/29/97-01102-020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**

97 OCT 29 PM 4:26

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

97 OCT 29 PM 2:55

10/30

*gob*  
*Amend*

**FILED**

97 OCT 29 PM 4:26

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

(a) The name of the corporation is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A. (the "Corporation").

(b) The Section A of Article III of the Corporation's Articles of Incorporation is amended to read as follows:

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Thirty Thousand shares of common stock having a par value of One Dollar per share, which shall be without preemptive rights. The common stock of this corporation shall be divided into three classes, Ten Thousand shares thereof being designated as Class A common stock, Ten Thousand shares thereof being designated as Class B common stock and Ten Thousand shares thereof being designated as Class C common stock. The Class B common stock and Class C common stock shall be distinguished from the Class A common stock, in that the Class B common stock and the Class C common stock shall have no voting privilege or power and shall be subject to redemption by this corporation in whole or any part as may be provided from time to time by this corporation's By-Laws. No cash dividends shall be declared or paid on any Class A or Class B common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class C common stock in an amount equal to 1/100th of the amount per share of the dividend declared or paid on the Class A and Class B common stock (rounded to the nearest whole cent), and no cash dividend shall be declared or paid on any Class C common stock unless at the same time there shall be declared or paid, as the case may be, a cash dividend on Class A and Class B common stock in an amount per share equal to 100 times the amount per share of the cash dividend declared on the Class C common stock (rounded to the nearest whole cent). In the event of any liquidation, dissolution, or winding up of this corporation, whether voluntary or not, the holders of Class C common stock shall be entitled only to be paid an amount equal to the par value of such stock. After payment to the holders of Class C common stock as provided above, the remaining assets and funds shall be distributed and paid over to the holders of the Class A and Class B

common stock pro rata according to their respective shares. In all other instances, except as otherwise provided from time to time in this corporation's By-Laws, the Class B common stock and the Class C common stock shall have full rights, privileges and powers with the Class A common stock. All shares of this corporation's common stock issued and outstanding on January 1, 1991 shall be classified as Class A common stock.

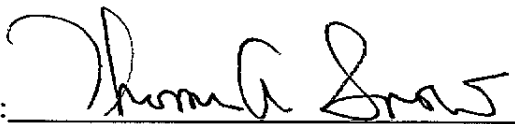
(c) The foregoing amendment was adopted on January 22, 1997.

(d) The Class A shareholders and the Class B shareholders are the two voting groups entitled to vote separately on the amendment and the number of votes cast for the amendment by the shareholders in each of such voting groups was sufficient for approval by each such voting groups.

These articles of amendment have been executed this 27<sup>th</sup> day of January, 1997.

CARLTON, FIELDS, WARD, EMMANUAL,  
SMITH & CUTLER, P.A.

By: \_\_\_\_\_



Thomas A. Snow, President