

610908

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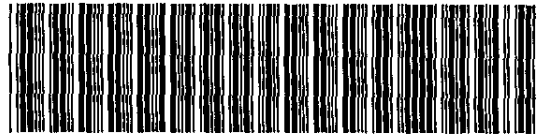
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

06 APR -3 PM 4:16

DR
4/14/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 958753 80690A

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 42.75

ORDER DATE : April 3, 2006

ORDER TIME : 10:29 AM

ORDER NO. : 958753-010

CUSTOMER NO: 80690A

DOMESTIC AMENDMENT FILING

NAME: R.A. BRANDON & CO., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake -- EXT# 2959

EXAMINER'S INITIALS: _____

SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION

FILED
06 APR -3 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Stockholders of R.A. BRANDON & CO., INC., a Florida corporation, do hereby manifest their intention that ARTICLE III of the Articles of Incorporation of R.A. BRANDON & CO., INC., filed in the office of the Department of State of Florida on February 23, 1979, and amended on May 5, 1980 be further amended effective April 1, 2006, so that ARTICLE III of the Articles of Incorporation shall now read and provide as follows:

ARTICLE III - CAPITAL STOCK

The total number of shares of all classes of stock which the corporation shall have authority to issue is 10,000 shares which shall consist of (i) 100 shares of voting common stock, \$0.10 par value per share ("Class A Common Stock"), and (ii) 9,900 shares of nonvoting common stock, \$0.10 par value per share ("Class B Common Stock").

Class A Common Stock and Class B Common Stock shall have the same designations, preferences, limitations and rights, excluding voting rights, specifically including all redemption rights and rights to dividends and liquidation distributions, without regard to class or voting rights. All property and stock distributions, whether by dividend or liquidation, shall be distributed between the two classes of stock proportionate to the number of then outstanding shares of each class. The two classes of common stock shall differ only with respect to voting rights.

This Second Amendment was adopted by the Stockholders on March 30, 2006.

ROBERT A. BRANDON REVOCABLE
LIVING TRUST, u/a/d August 22, 1986,
as amended December 6, 2000, Stockholder

By: 

Robert A. Brandon

By: 

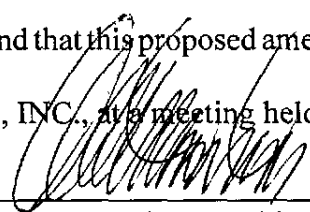
Todd A. Brandon

By: 

Garry M. Brandon


MARRIANE BRANDON, Stockholder

I, Robert A. Brandon, hereby certify that the Robert A. Brandon Revocable Living Trust
u/a/d August 22, 1986, as amended December 6, 2000 and Marriane Brandon, are the only
Stockholders of R.A. BRANDON & CO., INC. and that this proposed amendment was approved
by the Stockholders of R.A. BRANDON & CO., INC., at a meeting held March 30, 2006.


Robert A. Brandon, President of
R.A. BRANDON & CO., INC.