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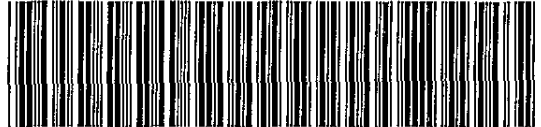
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STATE
TALLAHASSEE, FLORIDA

06 MAR -7 AM 10:00

FILED

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

ROBERT K. RUSHING

Writer's Email Address
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March 6, 2006

VIA UPS OVERNIGHT MAIL

Corporate Records Bureau
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Sirs:

On behalf of GEM Products, Inc., I am enclosing herewith for filing original and a duplicate copy of Articles of Amendment.

Also enclosed herewith is my firm's check payable to the Florida Department of State in the total amount of \$35.00 to cover the filing fee.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate copy of the Articles of Amendment and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,



Robert K. Rushing

RKR:eg
Enclosures

cc: Mr. Erle S. Bridgewater

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GEM PRODUCTS, INC.

FILED
06 MAR -7 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify, pursuant to Sections 607.1003 and 607.1006, Florida Statutes, that:

1. The name of the corporation is GEM Products, Inc.
2. The following is a true and complete copy of the Amendment to Article IV. of the Articles of Incorporation:

"ARTICLE IV. CAPITAL STOCK

"The total authorized capital stock of this corporation shall consist of 7,500 shares of \$1.00 par value Class "A" voting common stock. The owners and holders of the common stock shall be entitled to one vote for each share held on all corporate matters requiring the vote of shareholders.

"The authorized capital stock of this corporation shall also consist of 500 shares of the \$1.00 par value Class "B" non-voting common stock. Both The Class "A" and Class "B" common stock shall be fully paid and non-assessable. The owners and holders of the Class "B" non-voting common stock shall not be entitled to any vote on any corporate matter involving or requiring the vote of its stockholders. The exclusive voting rights shall be held by the owners of the Class "A" common voting stock.

"Except for the voting rights allocated and assigned to the Class "A" voting stock, there shall be no other designations, preferences or privileges as between the shares of the Class "A" voting common stock and the shares of the Class "B" non-voting common stock."

3. The number of shares of the corporation outstanding at the time of such adoption was two thousand five hundred (2,500); and the number of shares entitled to vote thereon was two thousand five hundred (2,500).

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	2,500

5. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected, is as follows: one (1) share of the Class "A" voting common stock is to be issued with respect to each share of \$1.00 common stock originally held by each stockholder of the corporation.

6. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: The stated capital of the corporation shall remain the same.

7. The date of adoption of the foregoing amendment was March 1, 2006.

8. The foregoing amendment was approved by both the directors and the common shareholders of the corporation. The number of votes cast for the amendment by both the directors and the common shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officers of this corporation have executed these Articles of Amendment to its Articles of Incorporation as of the 1st day of March, 2006.

GEM PRODUCTS, INC.

By: [Signature]
Erle S. Bridgewater, Chairman

ATTEST: [Signature]
Lisa Settle, Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of March, 2006, by Erle S. Bridgewater and Lisa Settle, the Chairman and Secretary, respectively, of GEM Products, Inc., both of whom are personally known to me.

[Signature]
Name: Kimberly Williams
Notary Public, State of Florida
at Large
My commission expires: _____
(SEAL)

