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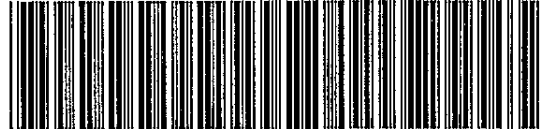
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SECRETARY OF STATE
TALLAHASSEE, FL

Amend
T. Lewis 7/2/03

LAW OFFICES
KOZYAK TROPIN & THROCKMORTON, P.A.
PROFESSIONAL ASSOCIATION
2800 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2335

TELEPHONE (305) 372-1800
TELECOPIER (305) 372-3508

June 19, 2003

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ***Club Marketing & Sales, Inc.***

Dear Sir/Madam:

Enclosed please find two original Articles of Amendment to Articles of Incorporation for the above-named corporation. I have indicated the order of filing these amendments on each document. A check made payable to the Florida Secretary of State for \$70.00 is also enclosed representing your filing fees. Please return to the undersigned a certified copy of both Articles of Amendment.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Yamile C. Paz
Legal Assistant

YCP:
Enclosure

cc: Laurel M. Isicoff, Esq. (w/o enc.)

**ARTICLES OF AMENDMENT
OF ^{AND}
CLUB MARKETING ^ SALES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Fla. Stat. § 607.1006 and § 607.1008 Club Marketing
and Sales, Inc. (the "Corporation") adopts the following Articles of Amendment.

First. The Articles of Incorporation are amended as follows:

a. Article III of the Articles of Incorporation is amended as follows:

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue voting stock and non-voting convertible subordinated stock as follows:

1. Class A. The Corporation is authorized to issue ten million (\$10,000,000) shares of Class A stock having a par value of \$1.00 a share. Each share of issued Class A stock will be entitled to one vote for each share on all matters on which shareholders have the right to vote.

2. Class B. The Corporation is authorized to issue ten million (\$10,000,000) shares Class B non-voting convertible subordinated stock as follows:

- (a) Each share shall have a par value of \$1.00.**
- (b) Subject to the restrictions imposed by the Florida Department of Insurance on dividends to insurance holding companies, holders of Class B Stock shall receive non-cumulative dividends on their pro rata share of the monthly cash flow of

the Corporation after payment of all expenses, including payment of all outstanding promissory notes.

- (c) On June 19, 2008, each share of Class B Subordinated Stock shall be converted into a share of Class A Common Stock.
- (d) Holders of Class B Stock shall not be entitled to vote on any matters except as expressly required by law.
- (e) All rights of holders of Class B Shares to distribution of assets on dissolution of the Corporation shall be subordinate to such rights of the holders of Class A Shares.

3. Cancellation of issued stock. All stock previously issued by the Corporation and all rights and obligations arising thereunder, are canceled and extinguished.

Second. Article VI of the Articles of Incorporation is amended as follows:

ARTICLE VI
ADDRESS OF CORPORATION AND RESIDENT AGENT ADDRESS

The street address of the principal office of the Corporation in the State of Florida is 1769 N.W. 79th Avenue, Miami, Florida 33126. The registered agent of the corporation will continue to be:

Mario Vives

and his address will be:

*1769 N.W. 79th Avenue
Miami, Florida 33126*

The Board of Directors may from time to time move the principal office to any other address in Florida.

c. Article VII of the Articles of Incorporation is amended as follows:

ARTICLE VII
DIRECTORS

The Corporation shall not have been less than one director, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the Stockholders, but shall never be less than two (2) or more than five (5).

Second. The implementation of the cancellation of old shares and issuance of new shares is as follows:

a. On the Effective Date of the Plan (defined below) all current issued and issued and outstanding stock, and all rights and obligations thereunder, are extinguished and canceled. All certificates shall be returned to the Corporation.

b. On the Effective Date, the Corporation shall issue the new Class A Shares and Class B Shares as provided by the Plan. The ownership will be reflected appropriately in the corporate books and records. If certificates are not ready on the Effective Date, certificates will be issued as soon thereafter as practicable, but in no event later than thirty (30) days after the Effective Date.

Third: These amendments are effective as of June 19, 2003 (the "Effective Date").

Fourth: These Articles of Amendment have been adopted:

- a. as to the Amendment to Article III, pursuant to Order Confirming First Amended Chapter 11 Plan dated May 22, 2003 (the "Confirmation Order") confirming the Chapter 11 Plan of Reorganization of Club Marketing and Sales, Inc. dated January 7, 2003, as amended on April 4th, 2003 (the

“Plan”), in Case No. 02-18446-BKC-AJC, in the United States Bankruptcy Court for the Southern District of Florida and,

b. As to the amendments to Articles VI and VII, these amendments were adopted by the Board of Directors and shareholder approval was not required.

The undersigned, as President of Club Marketing ^{and} Sales, Inc., is authorized to execute these Articles of Amendment this 19 day of June, 2003.



Mario Vives, President

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