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COMMENTS: Please note that this document must be filed with an effective date of today, August 31, 1999. If you have any questions, please do not hesitate to call me. Thank you for your assistance in this matter. GAIL S. ANDRE'- Direct Dial (407) 418-6203

BASIC AMENDMENT

B.R. CHAMBERLAIN & SONS, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
B.R. CHAMBERLAIN & SONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), B.R. Chamberlain & Sons, Inc., a corporation organized and existing under and by virtue of the Act (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is B.R. Chamberlain & Sons, Inc.

SECOND: The amendment set forth below to the Corporation's Articles of Incorporation was duly adopted in accordance with the provisions of Section 607.1006 of the Act. Article IV of the Articles of Incorporation of the Corporation, as last amended by Articles of Amendment filed in the office of the Florida Secretary of State on February 5, 1999, is hereby deleted in its entirety and the following new Article IV inserted in lieu thereof:

ARTICLE IV - CAPITAL STOCK

1. Number and Class of Shares Authorized: Par Value: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is four million (4,000,000) shares, of which two million (2,000,000) shall be shares of Class A Common Stock, the par value of which is One Cent (\$0.01) per share (the "Class A Common Stock"), and two million (2,000,000) shall be shares of Class B Common Stock, the par value of which is One Cent (\$0.01) per share (the "Class B Common Stock"). The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights of Class A Common Stock. The Class A Common Stock shall possess and exercise voting rights with regard to actions to be taken by shareholders of the Corporation generally, including with regard to the election of directors, and each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

This document was prepared by:
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3. Terms of Class B Common Stock. The terms of the Class B Common Stock (including preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications, or terms or conditions of redemption) are as follows:

a. Rights Generally. Except as set forth in Section 3(b) below, each share of Class B Common Stock shall be deemed to be equivalent, on a share-for-share basis, to one share of Class A Common Stock with regard to all matters other than voting rights, including, without limitation, participation in the payment of dividends and distributions in liquidation of the Corporation or otherwise.

b. Voting Rights. At all meetings and in all other actions to be taken by the shareholders of the Corporation generally, the holders of Class B Common Stock shall vote as a single class with the holders of the Class A Common Stock. At all such meetings and on all such matters, each share of Class B Common Stock shall be deemed to have 1/10th the voting power of one share of Class A Common Stock on all matters presented to the shareholders generally, including without limitation (i) the election of directors, (ii) a consolidation, merger, share exchange, or transfer of assets involving the Corporation, (iii) the dissolution of the Corporation, or (iv) any other matter that may be voted on by the holders of Class A Common Stock; provided, however, that any amendment to the Corporation's Articles of Incorporation which affects materially and adversely the rights of the holders of shares of Class B Common Stock shall be approved by holders representing a majority of such issued and outstanding shares. Shareholders holding Class B Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

c. Subdivision or Combination of Shares. If the Corporation subdivides its outstanding Class A Common Stock into a greater number of shares, or combines its outstanding Class A Common Stock into a smaller number of shares, an appropriate subdivision or combination of the shares of Class B Common Stock shall also be made, as reasonably directed by the Board of Directors of the Corporation, so that each share of Class B Common Stock shall continue to be deemed to be equivalent, on a share-for-share basis, to a share of Class A Common Stock with regard to all matters, except for voting rights as provided in Section 3(b), with each share of Class B Stock at all times to have 1/10th of the voting power of one share of Class A Stock. Further, if the Corporation, through a recapitalization, reclassification or otherwise, changes the designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the Class A Common Stock, each share of Class B Common Stock, without any further action on behalf of the Corporation or holders of Class B Common Stock shall likewise be changed, as reasonably directed by the Board of Directors, so that each share of Class B Common Stock shall continue to be deemed to be equivalent, on a share-for-share basis, to one of a share of Class A Common Stock with regard to all matters, except for voting rights as provided in Section 3(b).

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4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

THIRD: The Corporation presently has issued and outstanding two million (2,000,000) shares of One Cent (\$0.01) per share par value, which, at the time this Amendment becomes effective, shall be designated as the Class A Common Stock of the Corporation.

FOURTH: These Articles of Amendment were adopted in accordance with the applicable provisions of Section 607.0704 of the Act by the written consent of the Board of Directors of the Corporation and by the written consent of the sole shareholder of the Corporation, both dated as of August 26, 1999; and the written consent of the sole shareholder represents a sufficient number of votes cast for such amendment necessary for the approval thereof.

FIFTH: These Articles of Amendment shall be effective upon filing in the offices of the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation by its President this 26 day of August, 1999.

B.R. CHAMBERLAIN & SONS, INC.

By: 
Peter L. Chamberlain, President

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