

F98000002048

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002502831--6
-04/28/98--01056--018
*****35.00 *****35.00

Katz of America, Inc.

changing to:

Newmark International, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Mark

☐ Other

☐ Change R.

☐ Other

☐ Certified Copy

☐ Photo Copies

☐ Other

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

| |
|-------------------|
| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

APR 28 1998

Thanks,
Jeff

File Secured

*4/28
for
name
change*

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

FILED
98 APR 28 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Katz of America, Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 9, 1998

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 13, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Newmark International, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NO CHANGE

Carl A. Henlein

Signature
Name and Title

Carl A. Henlein, President

4/22/98

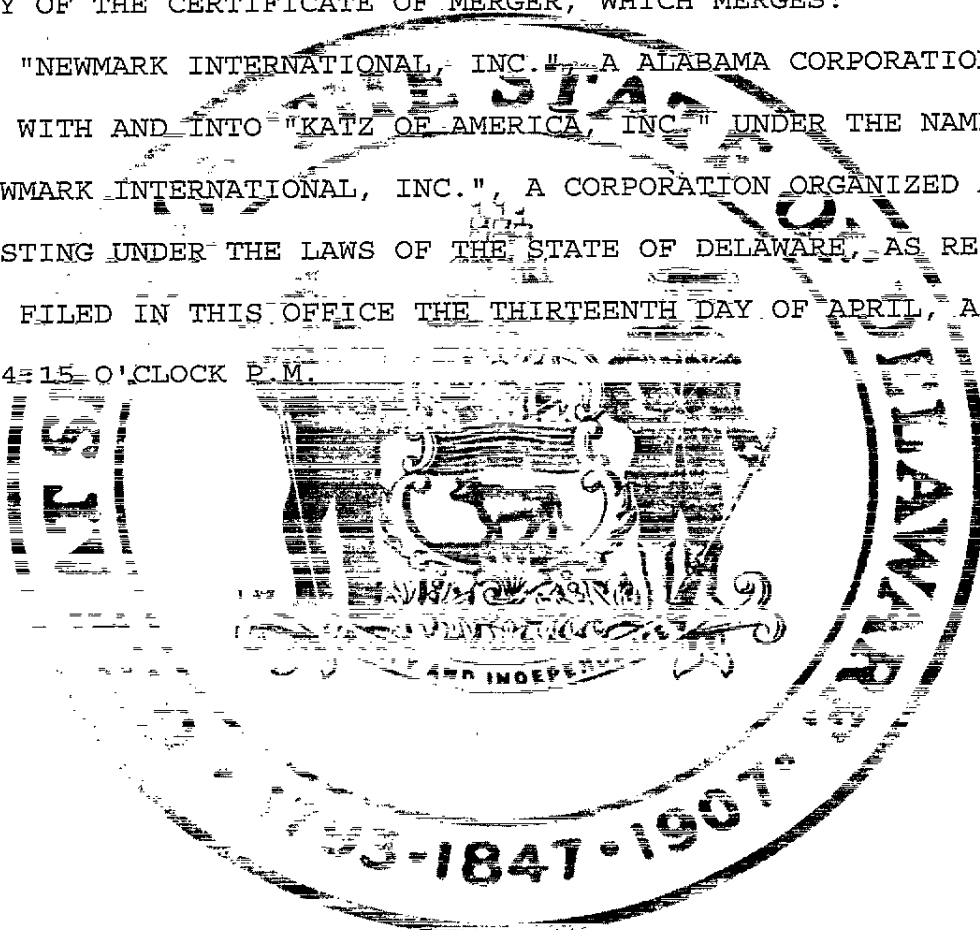
Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEWMARK INTERNATIONAL, INC." A ALABAMA CORPORATION,
WITH AND INTO "KATZ OF AMERICA, INC." UNDER THE NAME OF
"NEWMARK INTERNATIONAL, INC." A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF APRIL, A.D. 1998,
AT 4:15 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

0887903 8100M

DATE: 9039819

981153063

04-22-98

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 04/13/1998
981140557 - 0887903

**CERTIFICATE OF MERGER
OF
NEWMARK INTERNATIONAL, INC.
AND
KATZ OF AMERICA, INC.**

1. The name and state of incorporation of each of the constituent corporations proposing to merge (the "Merger") are (a) Newmark International, Inc., an Alabama corporation ("Newmark"), and (b) Katz of America, Inc., a Delaware corporation ("Katz").

2. An Agreement and Plan of Merger dated as of April 1, 1998, between Newmark and Katz has been approved, adopted, certified, executed, and acknowledged by Katz and Newmark in accordance with Section 252(c) of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the Merger is Katz of America, Inc.

4. The Certificate of Incorporation of Katz shall be the Certificate of Incorporation of the surviving corporation with the following amendment:

Article FIRST of the Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as follows:

FIRST: The name of the corporation is NEWMARK INTERNATIONAL, INC. (hereinafter, the "Corporation").

5. The executed Agreement and Plan of Merger is on file at the following office of the surviving corporation:

Newmark International, Inc.
Two Perimeter Park South - Suite 475 W
Birmingham, Alabama 35243

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any shareholder of the constituent corporations.

7. The authorized capital stock of Newmark consists of 2,000 shares of common stock of a par value of \$0.50 per share, which authorized common stock is divided into two classes as follows: 1,200 shares of Class A Common Stock of a par value of \$0.50 per share and 800 shares of Class B Common Stock of a par value of \$0.50 per share.

KATZ OF AMERICA, INC.

By Carl A. Henlein
Carl A. Henlein, President