

G41930

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

FILED
2002 OCT -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. LF Investments G41930
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

700008204677--5
-10/04/02--01020--014
*****43.75 *****43.75

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

C. Coulliette OCT 04 2002

RECEIVED
OCT -4 AM 10:57
15-01-W-10020

Examiner's Initials

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
LF INVESTMENTS, INC.

FILED
2002 OCT -4 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of LF INVESTMENTS, INC., (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is LF Investments, Inc.

SECOND: Article III of the Articles of Incorporation shall be amended in their entirety to read as follows:

"ARTICLE III – CAPITAL STOCK

1. Common Stock. This Corporation is authorized to issue 100,000 shares of \$1.00 par value Common Stock.

2. Preferred Stock. This Corporation is also authorized to issue 10,000,000 shares Non-Convertible Preferred Stock, par value \$1.00 per share. The Preferred Stock shall have the preferences, limitations, and rights set forth below.

(a) Definitions.

"Act" shall mean the Securities Act of 1933, as amended.

"Issue Date" shall mean the date on which any shares of the Preferred Stock are first issued.

"Liquidation Price" measured per share of the Preferred Stock as of any date shall mean \$1.00 per share of Preferred Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock split, combination, reclassification, or other similar event involving the Preferred Stock) plus an amount equal to all dividends declared but unpaid on such Preferred Stock share, whether or not there are any unrestricted funds of the Corporation legally available for the payment of dividends.

"Record Date" for the dividends payable on any Dividend Payment Date shall be the 15th day of the month immediately preceding such Dividend Payment Date.

"Qualified Merger" shall have the meaning set forth herein.

"Reorganization" shall have the meaning set forth herein.

(b) Dividends.

(i) General. The holders of the Preferred Stock shall be entitled to receive when and as declared by the Board of Directors of the Corporation, out of funds legally available therefor, non-cumulative cash dividends payable on each share at the rate of 4% per annum of the Liquidation Price from and including the Issue Date through and including the date the Liquidation Price is being determined. No dividends shall be declared or paid on Common Stock shares unless for the same year a dividend in the above amount is first declared and paid on the Preferred Stock shares. Declared dividends on the Preferred Stock shall be payable on the next March 31, June 30, September 30, or December 31 of the year (each a "Dividend Payment Date"), to the holders of record of the Preferred Stock as of the close of business on the Record Date.

(c) Payment of Dividends. All dividends paid with respect to shares of the Preferred Stock pursuant to this Section shall be paid *pro rata* to all the holders of the shares of Preferred Stock outstanding as of the applicable Record Date.

(d) Dividends on Capital Stock. Except as permitted hereunder, so long as any shares of Preferred Stock remain unpaid outstanding, the Corporation shall not declare and pay or set aside funds for payment of any dividend or other distribution with respect to any shares of any class of Common Stock or any other series or class of preferred stock junior to the Preferred Stock as to liquidation preferences or dividend rights, unless dividends are also paid on the Preferred Stock for the same year.

(e) Dividends in Kind. In the event the Corporation shall make or issue, or shall fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution with respect to

Common Stock payable in (i) securities of the Corporation or (ii) assets, then and in each such event the holders of Preferred Stock shall receive, at the same time such distribution is made with respect to Common Stock, the number of securities or such other assets of the Corporation that they would have received had their Preferred Stock been converted into common stock immediately prior to the record date for determining holders of Common Stock entitled to receive such distribution.

(f) Liquidation, Dissolution or Winding Up.

(i) Treatment at Liquidation, Dissolution and Winding Up. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, before any distribution or payment may be made with respect to the Common Stock or any other series or class of capital stock, holders of each share of Preferred Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, whether such assets are capital, surplus, or capital earnings, an amount in cash equal to the Liquidation Price.

After the payment of the Liquidation Price has been made in full to the holders of the Preferred Stock or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of holders of the Preferred Stock so as to be available for such payments, the holders of the Preferred Stock shall be entitled to no further participation in the distribution of the assets of the Corporation, and the remaining assets of the Corporation legally available for distribution to its shareholders shall be distributed among the holders of other classes of securities of the Corporation in accordance with their respective terms.

(ii) Treatment of Reorganizations. To the extent permitted under applicable law, (i) any merger or consolidation of the Corporation with or into another corporation pursuant to which holders of one hundred percent (100%) of the Corporation's then outstanding voting securities become holders of less than fifty percent (50%) of the Corporation's (or the surviving company's outstanding voting securities, (a "Qualified Merger"), or (ii) the sale of all or substantially all of

the Corporation's properties and assets to any person or (iii) any transaction or series of related transactions in which more than fifty percent (50%) of the outstanding voting securities of the Corporation are sold or assigned (any of the events described in clauses (i), (ii) or (iii) is herein referred to as a "Reorganization"), shall be regarded as a liquidation, dissolution, or winding up of the affairs of the Corporation within the meaning of this Section.

(iii) Distributions in Cash. The Liquidation Amount shall in all events be paid in cash. Whenever a distribution provided for in this Section is payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Corporation's Board of Directors.

(g) Voting Rights. Except to the extent required by law or otherwise provided herein, the Preferred Stock shall have no voting rights.

(h) Redemption Right. The Corporation may, at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding Preferred Stock on any dividend payment date after the issuance thereof, by paying \$1.00 for each share thereof, together with the sum equivalent to all declared but unpaid dividends accrued thereon, upon thirty (30) days' notice by mail to the holders of record thereof. If less than all the shares of Preferred Stock are to be redeemed, the shares to be redeemed shall be selected by lot in such manner as the Board of Directors shall determine. The holders of the Preferred Stock may, at any time and from time to time, cause the Corporation to redeem the whole or any part of the outstanding Preferred Stock at a price of \$1.00 for each share thereof, together with the sum equivalent to all declared but unpaid dividends accrued thereon, upon fifteen (15) days notice by mail to the Corporation.

(i) No Conversion Rights. The Preferred Stock shall not be subject to conversion into any other securities of the Corporation.

(j) Notices of Record Date. In the event of:

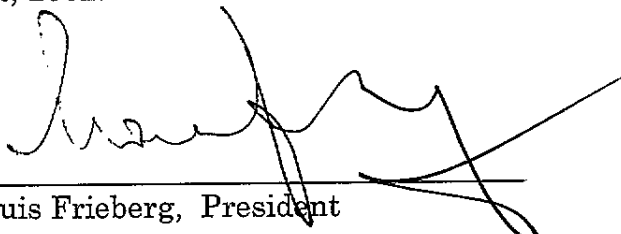
(i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property or to receive any other right, or

(ii) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital stock of the Corporation, any merger of the Corporation, or any transfer of all or substantially all of the assets of the Corporation to any other corporation, or any other entity or person, or

(iii) any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, then and in each such event the Corporation shall mail or cause to be mailed to each holder of Preferred Stock a notice specifying (a) the date on which any such record is to be taken for the purpose of such dividend, distribution, or right and a description of such dividend, distribution or right, and (b) the date on which any such reorganization, reclassification, recapitalization, transfer, merger, dissolution, liquidation, or winding up is expected to become effective. Such notice shall be mailed at least ten (10) business days prior to the date specified in such notice on which such action is to be taken."

THIRD: The foregoing amendment was duly adopted by unanimous Written Action of the sole Director and the sole Shareholder of the Corporation, constituting a sufficient number of votes for the amendment to be approved on August 31st, 2002.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 31st day of August, 2002.



Louis Frieberg, President