

# G 98255

Florida Department of State  
Division of Corporations  
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Phone : (305) 670-0201  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**DAYTON LABORATORIES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND  
RRC/26  
4



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

June 28, 2001

DAYTON LABORATORIES, INC.  
3307 N.W. 74 AVE.  
MIAMI, FL 33122

SUBJECT: DAYTON LABORATORIES, INC.  
REF: G98255

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE RECORDS OF THIS OFFICE SHOW THE DATE OF INCORPORATION TO BE APRIL 18, 1984. PLEASE CORRECT THIS IN THE FIRST PARAGRAPH.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6050.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H01000076954  
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ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
DAYTON LABORATORIES, INC.

FILED  
01 JUN 28 PM 12:24  
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TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and Shareholders of DAYTON LABORATORIES, INC., a Florida corporation originally incorporated on April 18, 1984, Document No. G98255, said Corporation hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amends the existing Articles of Incorporation, in the following respect:

ARTICLE III - CAPITAL STOCK is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$0.10	Class A Voting Common
10,000	\$0.10	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders

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of the Class A Voting Common Stock and, except as otherwise required by law, the holders of Class B Non-Voting Common Stock shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

The holder of each one (1) share of the Corporation's outstanding Common Stock, no par value, shall be entitled to exchange such outstanding share for five (5) shares of the Corporation's Class A Voting Common Stock, \$0.10 par value, and four hundred ninety-five (495) shares of the Corporation's Class B Non-Voting Common Stock, \$0.10 par value.

The foregoing Amendment was duly approved by the sole Director and the sole Shareholder in accordance with Florida Statutes, Sections 607.1003 and 607.1006 on June 26, 2001, and the number of votes cast for amendment was sufficient for approval.

DATED this 27 day of June, 2001.

By: 

VICTOR G. FARINAS, President

Attest: 

REYNALDO FARINAS, Secretary

F:\CHIEF\BARRA\FILE\BAYTON\MEMO

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