

LANDT, WIECHENS, LaPEER & AYRES

A Partnership Including Professional Associations

ATTORNEYS AT LAW

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
RUSSELL W. LaPEER, P.A.*
BENJAMIN H. AYRES

* Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator: Florida & Federal Courts

H39909

June 24, 1999

OCALA OFFICE
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8622
Telecopier (352) 732-1162

BELLEVUE OFFICE
5709 S.E. ABSHIER BLVD.
BELLEVUE, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

Div. of Corporations
Dept. Of State
P.O. Box 6327
Tallahassee, FL 32301

000002917300--2
-06/28/99-01105-017
*****87.50 *****43.75


Re: Water Spots, Inc.

Gentlemen:

Enclosed for filing are Articles of Amendment to Articles of Incorporation of Water Spots, Inc. Also enclosed is a check in the amount of \$87.50. Please file the Articles of Amendment and return a certified copy to us for our records.

If you have any questions, please advise.

Very truly yours,


Frederick E. Landt, III

WM

enclosure

cc: William P. Nichols

FILED
99 JUN 28 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

V. SHEPARD JUL 1 1999

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WATER SPOTS, INC.**

FILED
99 JUN 28 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of Water Spots, Inc., a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholders and Directors of the corporation by unanimous written consent dated the 31st day of January, 1991.

ARTICLE III--CAPITAL STOCK--is amended to read as follows:

"The corporation is authorized to issue two classes of stock, to be designated as Class A common stock and Class B non-voting preferred stock, respectively. The total number of shares that may be issued by this corporation of Class A common stock is 1,000 with a par value of \$1 per share, and 60,000 shares of non-voting \$1 par value preferred stock. All or any part of the shares of common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interest of the existing shareholders, and when such consideration has been received by the corporation, such share shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed on the holders of the respective classes of stock are as follows:

A. The holders of the preferred stock shall be entitled to receive from the surplus or net profits arising from the

business of the corporation a fixed yearly dividend of 12% per share payable annually on the anniversary of the issuance of said stock. Should the surplus or net profits arising from the business of the corporation prior to any dividend day be insufficient to pay the dividends on the preferred stock, such dividends shall be payable from future profits, and no dividend shall be paid at any time on the common stock until full amount of the dividends payable under the preferred stock shall have been paid per year up to that time.

B. In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the preferred stock shall be entitled to be paid One dollar (\$1) per share and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock; and, after the payment to the holders of the preferred stock at the rate of One dollar (\$1) per share, and the unpaid accrued dividends thereon, the remaining assets and funds shall be divided and paid to the holders of the common stock pro rata according to their shares.

C. At any time the corporation shall have the right from time to time to purchase, redeem, retire, and cancel any or all of the outstanding preferred stock of the corporation, or upon 30 days' written notice to the holder or holders of the preferred stock to be purchased, redeemed, retired, or canceled, in such manner and amounts as the board of directors may determine, by paying to the respective holders of the stock so retired, or by depositing to their order in the

office of the corporation, a sum equal to One dollar (\$1) per share of the stock so retired and canceled, together with all unpaid accumulated dividends thereon, if any. In case of such deposit written notice shall forthwith be given to the respective holders of the stock so retired or canceled, by mailing such notice to such holders at their last known address as shown by the corporate records."

In all other respects, the Articles of Incorporation not previously amended shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 11th day of June, 1999.

William P. Nichols Jr. / President
WILLIAM P. NICHOLS, Jr. President

ATTEST:

Muriel Nichols
MURIEL NICHOLS, Secretary

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 11 day of June, 1999, by WILLIAM P. NICHOLS, JR. President of Water Spots, Inc., who is personally known to me or who has produced a Florida Driver's License as identification.

Michelle Wooten
NOTARY PUBLIC
State of Florida at Large
PRINT NAME: Michelle Wooten

My Commission Expires:

My Commission Number:

