

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**H46743**

Omnia Group  
Incorporated

100002364391--8  
-12/05/97--01071--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

_____ Art of Inc. File	97 DEC -5 PM 4:16 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA
_____ LTD Partnership File	
_____ Foreign Corp. File	
_____ L.C. File	
_____ Fictitious Name File	
_____ Trade/Service Mark	
_____ Merger File	97 DEC -5 PM 1:57 RECEIVED DIVISION OF CORPORATION
✓ _____ Art. of Amend. File	
_____ RA Resignation	
_____ Dissolution / Withdrawal	
_____ Annual Report / Reinstatement	
✓ _____ Cert. Copy	
_____ Photo Copy	97 DEC -5 PM 1:30 RECEIVED
_____ Certificate of Good Standing	
_____ Certificate of Status	
_____ Certificate of Fictitious Name	
_____ Corp Record Search	
_____ Officer Search	
_____ Fictitious Search	97 DEC -5 PM 1:30 RECEIVED
_____ Fictitious Owner Search	
_____ Vehicle Search	
_____ Driving Record	
_____ UCC 1 or 3 File	
_____ UCC 11 Search	97 DEC -5 PM 1:30 RECEIVED
_____ UCC 11 Retrieval	
_____ Courier	

Signature \_\_\_\_\_

Requested by: RS      12/5      12:48  
Name      Date      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 8, 1997

CAPITAL CONNECTION

TALAHASSEE, FL

SUBJECT: THE OMNIA GROUP INCORPORATED  
Ref. Number: H46743

We have received your document for THE OMNIA GROUP INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 997A00057766

*Corrected*

*Please  
Backdate*

RECEIVED

97 DEC -9 AM 9:33  
DIVISION OF CORPORATIONS

AMENDMENT TO ARTICLES OF INCORPORATION  
OF

The OMNIA GROUP INCORPORATED

FILED

97 DEC -5 PM 4:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all of the stockholders and all of the directors of The Omnia Group Incorporated, whose Articles of Incorporation were filed with the Secretary of the State of Florida on March 12, 1985, effective March 5, 1985, hereby manifest our intention that the said Articles of Incorporation be amended in accordance with the proposed amendment set forth herein, pursuant to the provisions of Section 607.1003, Florida Statutes; and we do hereby request the approval thereof by the Secretary of State; and we do hereby certify that there are no other directors or stockholders in the said The Omnia Group Incorporated.

The provisions of Article V of the Articles of Incorporation are hereby deleted in their entirety and the following inserted thereof:

"Article V  
Authorized Shares

The Corporation is authorized to issue five million (5,000,000) shares of capital stock. All of the shares of capital stock shall be common shares of the par value of \$0.01 per share. The shares of capital stock shall be comprised of two million five hundred thousand (2,500,000) shares of Class A common stock and two million five hundred thousand (2,500,000) shares of Class B nonvoting common stock.

Each share of the Class B nonvoting common stock is convertible into a share of Class A common stock, on a share for share basis, at the option of any holder of a share of Class B nonvoting common stock, as provided in the various stock plans, stock options plans, and other plans adopted from time to time by the Board of Directors of the Corporation, including any amendments thereto.

Each share of the Class A common stock has unlimited voting rights. The Class B nonvoting common stock shall have no right to vote for the election of Directors or for any other purpose. Except for the difference in voting rights and the Class B's conversion right, each share of Class A common stock and Class B nonvoting common stock shall have the same rights and privileges, including without limitation, the right to receive the net assets of the Corporation upon dissolution.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of The Omnia Group Incorporated has been duly executed and adopted by the directors and stockholders of such corporation this 5th day of December, 1997.

Stockholder

JOHN B. CASWELL

Class "A" Stockholder

Director

JOHN B. CASWELL

HEATHER L. CASWELL

JOHN B. CASWELL IRREVOCABLE TRUST

BY: Northern Trust Bank of Florida

BY:

Trustee

Class "B" Stockholder

JAMES A. ORCHARD

The foregoing amendment having been adopted in accordance with the requirements of Chapter 607 of the Florida Statutes, the corporation has caused its President and Secretary to execute on behalf of the corporation these Articles of Amendment this 4<sup>th</sup> day of December, 1997.

ATTEST:

Heather L. Caswell  
Heather L. Caswell, Secretary

The **OMNIA GROUP INCORPORATED**

BY: [Signature]  
John B. Caswell, President

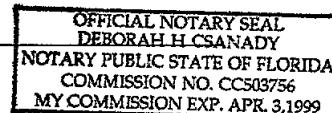
**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 4 day of DEC, 1997, the undersigned officer, who personally appeared GEORGE W. GALE III to me known and known to me to be VICE PRESIDENT of **NORTHERN TRUST BANK, N.A.** and who executed the foregoing as Trustee of the John B. Caswell Irrevocable Trust u/a dated December 28th, 1990, and he duly acknowledged to me that he executed said instrument for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

[Signature]  
Notary Public

My Commission Expires:



**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of December, 1997, the undersigned officer, who personally appeared **JOHN B. CASWELL**, to me known and known to me to be President of **The Omnia Group Incorporated** and who executed the foregoing as President, and he duly acknowledged to me that he executed said instrument for the uses and purposes therein mentioned.



BRUCE RUBIO  
My Comm Exp. 2/05/2001  
Bonded By Service Inc.  
No. CC619256  
☒ Personally Known ☐ Other ID

[Signature]  
Notary Public

My Commission Expires:

2/5/01