

Division of Corporations

H48478

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

YCG, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
YCG, INC.**

1. The name of the corporation is YCG, INC., organized under the laws of the State of Florida.
2. Article III of the Articles of Incorporation of the corporation is amended to read as follows:

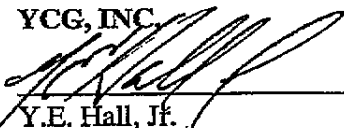
"Article III - Capital Stock"

This corporation shall have one class of stock which stock shall be divided into two (2) series known as Series A Common Stock and Series B Common Stock. This Corporation shall be authorized to issue and have outstanding Ten Thousand (10,000) shares of Series A Common Stock having a par value of One Dollar (\$1.00) per share. The corporation shall be authorized to issue and have outstanding Ten Thousand (10,000) shares of Series B Common Stock having a par value of One Dollar (\$1.00) per share. The preferences, limitations, and relative rights of the Series A Common Stock shall be identical in all respects except that Series A Common Stock shall possess all voting rights and Series B Common Stock shall possess no voting rights. Each share of Series B Common Stock shall be convertible into one (1) share of Series A Common Stock upon a vote of a majority in interest of the holders of Series A Common Stock. Each share of Series A Common Stock shall be convertible into one (1) share of Series B Common Stock upon a vote of a majority in interest of the holders of Series A Common Stock, except that at least one (1) share of Series A Common Stock must be issued and outstanding at all times."

3. This Amendment was recommended by the Board of Directors to the corporation's Shareholders on July 26, 2000.
4. This Amendment was unanimously approved by the holders of all of the corporation's outstanding shares of voting common stock which is the only class of stock used and outstanding and, accordingly, is the only group of the corporation's shareholders entitled to vote on this Amendment. The number of votes was sufficient for approval of this Amendment. This Amendment was, therefore, duly adopted on July 26, 2000.

IN WITNESS WHEREOF, YCG, INC. has caused these Articles of Amendment to be executed on this 27th day of July, 2000.

Prepared by: Stevan Jones
Florida Bar No.:
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207
HAUSER\MAWREXP\ACK\YCG, Inc\Articles Amend.wpd

YCG, INC.
By: 
Print: Y.E. Hall, Jr.
Its: President

Ph: (904)

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