

**FARRIS MATHEWS BRANAN  
BOBANGO & HELLEN PLC**

ATTORNEYS AT LAW

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April 18, 2000

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Diversified Capital Corporation of Tennessee**

Dear Secretary of State:

Enclosed please find an executed copy of the Articles of Amendment to Restated and Amended Articles of Incorporation of Diversified Capital Corporation of Tennessee, adopted as of April 13, 2000 and a check in the amount of \$35.00 to cover the filing fees.

Please record this document and return the original recorded document in the enclosed FedEx package. Please call if you have any questions.

Very truly yours,

**FARRIS MATHEWS BRANAN  
BOBANGO & HELLEN PLC**

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Enclosures

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MEMPHIS DOWNTOWN  
One Commerce Square, Suite 2000  
Memphis, Tennessee 38103  
(901) 259-7100 telephone  
(901) 259-7150 facsimile

NASHVILLE  
618 Church Street, Suite 303  
Nashville, Tennessee 37219  
(615) 726-1200 telephone  
(615) 7266-1776 facsimile

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5/15 Amend + Restat  
4-19-00*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
RESTATED AND AMENDED ARTICLES OF INCORPORATION OF  
DIVERSIFIED CAPITAL CORPORATION OF TENNESSEE  
(ADOPTED AS OF APRIL 13, 2000)**

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its Restated and Amended Articles of Incorporation:

First: Article IV of the Restated and Amended Articles of Incorporation is hereby amended by replacing it with the following:

1. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively "Common Stock" and "Class A Preferred Stock." The total number of shares which the Corporation is authorized to issue is two million (2,000,000) shares. One million (1,000,000) shares shall be Common Stock, having a par value of \$1.00 per share and one million (1,000,000) shares shall be Class A Preferred Stock, no par value.
2. The following is a statement of the designations and preferences, limitations and relative rights with respect to each class of stock of the Corporation:
  - A. Class A Preferred Stock. The rights, preferences, privileges, and restrictions granted to and imposed on the Class A Preferred Stock, which series shall consist of one million (1,000,000) authorized shares, are set forth below:
    1. Generally. Shares of Class A Preferred Stock may be issued at that time or those times and for such consideration or considerations as the Board of Directors may deem advisable subject to such limitations as may be set forth in the laws of the State of Florida.
    2. Voting. The holders of the Class A Preferred Stock (the "Class A Preferred Stockholders") shall have no voting rights.
    3. Dividends. The Class A Preferred Stockholders shall be paid quarterly dividends (the "Quarterly Dividends") at a rate of ten percent (12%) of the Corporation's profits per annum. The Quarterly Dividends shall be paid to the Class A Preferred Stockholders on a pro rata basis. The Quarterly Dividends will be payable in cash if the Corporation has ample cash flow to satisfy these payments. If the Corporation does not have the cash flow to pay Quarterly Dividends to the Class A Preferred Stockholders, the Corporation shall issue Common Stock to the Class A Preferred Stockholders at a rate of 6.25% of the Common Stock outstanding at the time a Quarterly Dividend is paid with Common Stock rather than cash.

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CLERK OF SUPERIOR COURT  
JACKSONVILLE, FLORIDA

4. Class A Preferred Stock Conversions. Each share of Class A Preferred Stock may, at the option of the holder, be converted, at any time not earlier than two years from the date hereof and not later than five years from the date hereof, into fully paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a Class A Preferred Stockholder shall be convertible into 345 Shares of Common Stock on a pro rata basis. The total shares of Common Stock issued upon conversion under this section shall at no time be greater than fifty percent (50%) of the total outstanding Common Stock of the Corporation.

5. Redemption. At any time within two years from the date hereof, the Corporation has the option to redeem any and all outstanding shares of Class A Preferred stock at the Redemption Rate (as hereinafter defined) and any and all outstanding shares of Common Stock issued as dividends in lieu of cash, as set forth in Section 2(A)(3). The Redemption Rate shall be equal to an amount agreed upon by the Corporation and the Class A Preferred Stockholders.

B. Common Stock The rights, preferences, privileges, and restrictions granted to and imposed on the Common Stock, which series shall consist of one million (1,000,000) authorized shares, are set forth below:

1. Generally. Shares of Common Stock may be issued at that time or those times and for such consideration or considerations as the Board of Directors may deem advisable subject to such limitations as may be set forth in the laws of the State of Florida.

2. Dividends. When, as and if declared by the Board of Directors, the holders of the Common Stock shall be entitled to receive, out of funds legally available therefor, dividends thereon.

3. Voting. Except as provided by law or this amendment to the Amended and Restated Charter, each holder of Common Stock shall have one vote in respect of each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

4. Preferences. Subject to the preferential dividend rights applicable to shares of Class A Preferred Stock, the holders of Common Stock shall be entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

5. Preferences on Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be disbursed to Class A Preferred Stockholders, holders of the Common

Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to holders of Common Stock ratably with the Class A Preferred Stockholders in proportion to the number of shares of Common Stock or Class A Preferred Stock held by them respectively.

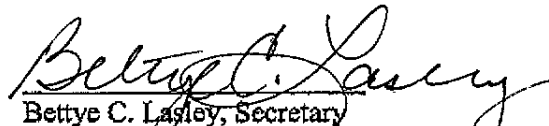
Third: The date of this amendment is as of April 13, 2000.

Fourth: Adoption of amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13th day of April, 2000.

  
Howard D. Lasley, President

  
Bettye C. Lasley, Secretary

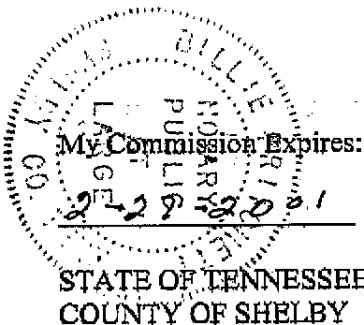
STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, of the state and county aforesaid, personally appeared Howard D. Lasley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President (or other officer authorized to execute the instrument) of Diversified Capital Corporation of Tennessee, the within named bargainor, a Florida corporation, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand, at office, this 13<sup>th</sup> day of April, 2000.

Billie Pritchett  
Notary Public BILLIE PRITCHETT

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00 APR 19 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE  
COUNTY OF SHELBY

Before me, of the state and county aforesaid, personally appeared Bettye C. Lasley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be Secretary (or other officer authorized to execute the instrument) of Diversified Capital Corporation of Tennessee, the within named bargainor, a Florida corporation, and that she as such Secretary, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by herself as Secretary.

WITNESS my hand, at office, this 13<sup>th</sup> day of April, 2000.

Billie Pritchett  
Notary Public BILLIE PRITCHETT

My Commission Expires:

