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TALLAHASSEE, FLORIDA

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April 5, 2004

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Damsk Co., Inc.
Document No. J39062

To Whom It May Concern:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation for the above referenced company.

Also enclosed is a check for \$35.00 for filing fee. Once filed, please return a copy in the enclosed envelope. If you have any questions, please call me at (561) 237-6901.

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN



Michael D. Karsch, Esq.

MDK:jrb

enclosures

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561-237-6865

**Articles of Amendment
To
Articles of Incorporation
Of
Damsk Co., Inc.**

Document Number J39062

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its articles of incorporation:

FIRST: Article IV is amended to read as follows:

ARTICLE IV

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000	\$1.00	Preferred
10,000	\$1.00	Common

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

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 this Corporation.

The Corporation, authorizes the issuance thereof, and fixes the designation and amount thereof and the preferences and relative, participating, optional and other special rights of such shares, and the qualifications, limitations or restrictions thereof as follows:

4.1 Designation and amount.

The shares of the new class of Preferred Stock shall be designated "Series A Preferred Stock, and the number of shares which may be issued shall be 1,000.

4.2 Dividends.

- (A) The holders of shares of Series A Preferred Stock, shall be entitled to receive, annual dividends payable in cash declared by the Board of Directors out of funds available for distributions from earnings on the following dates (each such date being referred to herein as a "Dividend Payment Date"), in an amount per share (rounded to the nearest cent) equal to \$250 per share on each of September 30, 2005, September 30, 2006 and September 30, 2007 and \$350 per share on September 30, 2008. Such dividends shall be cumulative and shall accrue.
- (B) Each such dividend shall be paid to the holders of record of shares of the Series A Preferred Stock as they appear on the stock register of the Corporation on the record date for the payment date thereof.

4.3 Conversion.

The holders of shares of the Series A Preferred Stock shall not have the right, at their option, to convert such shares into shares of Common Stock of the Corporation.

4.4 Liquidation rights.

The Series A Preferred Stock shall have liquidation rights senior to all other outstanding securities of the Corporation, including all other series of preferred shares and any class or series of Common Stock of the Corporation ("Junior Stock"). The holders of Series A Preferred Stock shall be entitled to receive upon a Liquidation Event, in preference to and prior to any distribution to the holders of Junior Stock, an amount (the "Preference Amount") equal to any accrued but unpaid dividends on such Series A Preferred Stock. After payment of the Preference Amount, the holders of the Series A Preferred Stock shall not be entitled to any further distribution. A "Liquidation Event" shall include, in addition to the actual liquidation, dissolution or winding up of the Corporation, any merger, reorganization, consolidation or the like in which the Corporation's voting securities are exchanged for or converted into less than a majority of the voting securities of the surviving or resulting entity and/or any sale of all or substantially all of the stock or assets of the Corporation.

4.5 Voting Rights.

The holder of each share of the Series A Preferred Stock will not have the right to vote on any matters.

4.6 Protective Provisions

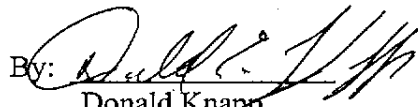
The consent of the majority of holders of the Series A Preferred Stock, voting together as a single class, will be required for any action which alters or changes any of the powers, preferences, privileges or rights of the Series A Preferred Stock. Consent of the holders of at least a majority of the Series A Preferred Stock, voting together as a single class, will be required for any liquidation or winding up of the Corporation.

SECOND: This amendment was adopted March 31, 2004.

THIRD: This amendment was adopted by the shareholders and Board of Directors of the Corporation by unanimous written consent.

Signed this 30 day of March 2004.

DAMSK CO, INC.

By: 
Donald Knapp
President