

567626

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(City/State/Zip/Phone #)

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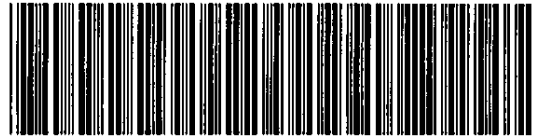
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gj Amend

**BRUCE R. ABERNETHY, JR., P.A.**  
ATTORNEY AND COUNSELOR AT LAW  
WEALTH STRATEGIES DESIGN, ESTATE PLANNING, AND TRUST/PROBATE ADMINISTRATION  
BOARD CERTIFIED WILLS, TRUSTS AND ESTATES SPECIALIST

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November 27, 2006

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Florida Tire Recycling, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Florida Tire Recycling, Inc.

We would appreciate your filing the original Articles of Amendment and returning the filing acknowledgment to my attention, together with a **"filed"** copy of the Articles. A photocopy of the Articles is enclosed for this purpose.

Our check made payable to the Division of Corporations in the amount of \$35.00 is enclosed for the filing fee.

Sincerely,



Bruce R. Abernethy, Jr.

BRA/jlb

Enclosures: Articles of Amendment (original and one photocopy)  
Check for Filing Fee

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF FLORIDA TIRE RECYCLING, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, Florida Tire Recycling, Inc., a Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is: Florida Tire Recycling, Inc.
2. The original Articles of Incorporation for the Corporation were filed on April 13, 1987 and were assigned Charter No. J67626.
3. Article IV of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE IV – CAPITAL STOCK**

**Paragraph 1:** The class, number of shares and the par value of each class of capital stock which the Corporation is authorized to issue are:

Class: .....	COMMON VOTING
Series: .....	None
Par Value: .....	\$.10 per share
Number of Shares authorized: .....	50

Class: .....	COMMON NON-VOTING
Series: .....	None
Par Value: .....	\$.10 per share
Number of Shares authorized: .....	4,950

**Paragraph 2:** The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

**Section A. Voting rights:**

In all matters upon which shareholders are entitled to vote there shall be one vote granted to each issued COMMON VOTING share.

All COMMON NON-VOTING shares shall have no voting rights, and the holders of same shall have no management rights by reason of holding such shares. Unless explicitly

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TALLAHASSEE, FLORIDA

stated, there shall be no other differences between  
COMMON VOTING shares and COMMON NON-  
VOTING shares and the holders thereof.

4. Article V entitled "Preemptive Rights" is hereby deleted in its entirety and in lieu thereof is added to the Articles of Incorporation the following Article V, which Article V shall read as follows:

#### ARTICLE V – NO PREEMPTIVE RIGHTS

No shareholder of the Corporation, by reason of the holding of shares by such shareholder, shall have any preemptive right to purchase, subscribe to, or have first offered to, any shares of any class of the Corporation, presently or subsequently authorized, or any notes, debentures, bonds or other securities of the Corporation convertible into, or carry options or warrants to purchase, shares of any class, presently or subsequently authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities would adversely affect the dividend or voting rights of such shareholders), other than such rights, if any, as the Board of Directors in its sole discretion from time to time may grant, as such prices as the Board of Directors in its discretion may fix. The Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

The foregoing Articles of Amendment to the Articles of Incorporation of the Corporation were adopted by the written consent of all of the Shareholders and Directors of the Corporation, which written consents were dated November 22, 2006.

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Amendment this 22<sup>nd</sup> day of November, 2006, on behalf of the Corporation.

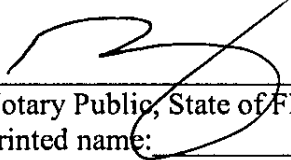
Florida Tire Recycling, Inc.

By

  
Susan K. Wilson, President

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of November, 2006, by Susan K. Wilson, as President of Florida Tire Recycling, Inc., who is personally known to me or produced a Florida driver's license as identification, on behalf of the Corporation.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed name: \_\_\_\_\_

My Commission Expires:



Bruce R. Abernethy, Jr.  
MY COMMISSION # DD207302 EXPIRES  
July 18, 2007  
BONDED THRU TROY FAIR INSURANCE, INC.