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TORWEST, INC.**

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ARTICLES OF AMENDMENT
OF
TORWEST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned, being the President of TORWEST, INC., a Florida Corporation (the "Corporation"), hereby certifies, pursuant to §607.1006 of the Florida Business Corporation Act, as follows:

1. The name of the Corporation is TORWEST, INC.
2. Article IV of the Articles of Incorporation is deleted in its entirety and replaced by the following:

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue Six Hundred Forty Thousand (640,000) shares of capital stock, \$.01 par value, of which One Hundred Thousand (100,000) shares are designated Common Stock and Five Hundred Forty Thousand (540,000) are designated Preferred Stock. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters upon which shareholders have the right to vote. All shares of Preferred Stock shall be entitled to one vote for each share upon all matters upon which shareholders have the right to vote.

Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series A Preferred Stock." Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series B Preferred Stock." Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series C Preferred Stock." Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series D Preferred Stock." Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series E Preferred Stock". Fifty Thousand (50,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series F Preferred Stock". Thirty Thousand (30,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series G Preferred Stock". Thirty Thousand (30,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series H Preferred Stock". Thirty Thousand (30,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series I Preferred Stock". Thirty Thousand (30,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series J Preferred Stock". Thirty Thousand (30,000) shares of the Preferred Stock authorized in this Article IV are designated as "Series K Preferred Stock". Thirty Thousand (30,000) shares of the preferred Stock authorized in this Article IV are designated as "Series L

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Preferred Stock". Thirty Thousand (30,000) shares of the preferred Stock authorized in this Article IV are designated as "Series M Preferred Stock". Thirty Thousand (30,000) shares of the preferred Stock authorized in this Article IV are designated as "Series N Preferred Stock". Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock shall have the preferences, limitations and relative rights as set forth below:

(1) Definitions. For purposes of this designation, the following definitions shall apply:

"Board" shall mean the Board of Directors of the Corporation.

"Common Stock" shall mean the Common Stock, \$.01 par value per share, of the Corporation.

"Corporation" shall mean Torwest, Inc., a Florida Corporation.

"Series A Preferred Stock" shall refer to shares of Series A Preferred Stock, \$.01 par value per share, of the Corporation.

"Series B Preferred Stock" shall refer to shares of Series B Preferred Stock, \$.01 par value per share, of the Corporation.

"Series C Preferred Stock" shall refer to shares of Series C Preferred Stock, \$.01 par value per share, of the Corporation.

"Series D Preferred Stock" shall refer to shares of Series D Preferred Stock, \$.01 par value per share, of the Corporation.

"Series E Preferred Stock" shall refer to shares of Series E Preferred Stock, \$.01 par value per share, of the Corporation.

"Series F Preferred Stock" shall refer to shares of Series F Preferred Stock, \$.01 par value per share, of the Corporation.

"Series G Preferred Stock" shall refer to shares of Series G Preferred Stock, \$.01 par value per share, of the Corporation.

"Series H Preferred Stock" shall refer to shares of Series H Preferred Stock, \$.01 par value per share, of the Corporation.

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"Series I Preferred Stock" shall refer to shares of Series I Preferred Stock, \$.01 par value per share of the Corporation.

"Series J Preferred Stock" shall refer to shares of Series J Preferred Stock, \$.01 par value per share of the Corporation.

"Series K Preferred Stock" shall refer to shares of Series K Preferred Stock, \$.01 par value per share of the Corporation.

"Series L Preferred Stock" shall refer to shares of Series L Preferred Stock, \$.01 par value per share of the Corporation.

"Series M Preferred Stock" shall refer to shares of Series M Preferred Stock, \$.01 par value per share of the Corporation.

"Series N Preferred Stock" shall refer to shares of Series N Preferred Stock, \$.01 par value per share of the Corporation.

"Redemption Date" shall mean the date on which any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock are redeemed by the Corporation.

(2) Dividends.

(a) Dividend Rights of Series N Preferred Stock.

(i) So long as any shares of Series N Preferred Stock shall remain outstanding, the holders of such Series N Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefor, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series N Preferred Stock shall not bear interest.

(ii) So long as any shares of Series N Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred

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Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series N Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series N Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(b) Dividend Rights of Series M Preferred Stock.

(i) So long as any shares of Series M Preferred Stock shall remain outstanding, the holders of such Series M Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefor, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series M Preferred Stock shall not bear interest.

(ii) So long as any shares of Series M Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series M Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series M Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(c) Dividend Rights of Series L Preferred Stock.

(i) So long as any shares of Series L Preferred Stock shall remain outstanding, the holders of such Series L Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefor, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series L Preferred Stock shall not bear interest.

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(ii) So long as any shares of Series L Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series L Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series L Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(d) Dividend Rights of Series K Preferred Stock.

(i) So long as any shares of Series K Preferred Stock shall remain outstanding, the holders of such Series K Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefor, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series K Preferred Stock shall not bear interest.

(ii) So long as any shares of Series K Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series K Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series K Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(e) Dividend Rights of Series J Preferred Stock.

(i) So long as any shares of Series J Preferred Stock shall

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remain outstanding, the holders of such Series J Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series J Preferred Stock shall not bear interest.

(ii) So long as any shares of Series J Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series J Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series J Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(f) Dividend Rights of Series I Preferred Stock.

(i) So long as any shares of Series I Preferred Stock shall remain outstanding, the holders of such Series I Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series I Preferred Stock shall not bear interest.

(ii) So long as any shares of Series I Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series I Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series I Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

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(g) Dividend Rights of Series H Preferred Stock.

(i) So long as any shares of Series H Preferred Stock shall remain outstanding, the holders of such Series H Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series H Preferred Stock shall not bear interest.

(ii) So long as any shares of Series H Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series H Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series H Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(h) Dividend Rights of Series G Preferred Stock.

(i) So long as any shares of Series G Preferred Stock shall remain outstanding, the holders of such Series G Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series G Preferred Stock shall not bear interest.

(ii) So long as any shares of Series G Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series G Preferred Stock for all past dividend periods have been paid and such dividends for the

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current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series G Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(i) Dividend Rights of Series F Preferred Stock.

(i) So long as any shares of Series F Preferred Stock shall remain outstanding, the holders of such Series F Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series F Preferred Stock shall not bear interest.

(ii) So long as any shares of Series F Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series F Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series F Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(j) Dividend Rights of Series E Preferred Stock.

(i) So long as any shares of Series E Preferred Stock shall remain outstanding, the holders of such Series E Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series E Preferred Stock shall not bear interest.

(ii) So long as any shares of Series E Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Common Stock with respect to the payment of dividends or the

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distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series E Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series E Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(k) Dividend Rights of Series D Preferred Stock.

(i) So long as any shares of Series D Preferred Stock shall remain outstanding, the holders of such Series D Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each of these dates being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series D Preferred Stock shall not bear interest.

(ii) So long as any shares of Series D Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series D Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series D Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(l) Dividend Rights of Series C Preferred Stock.

(i) So long as any shares of Series C Preferred Stock shall remain outstanding, the holders of such Series C Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each such date being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series C Preferred Stock shall not bear interest.

(ii) So long as any shares of Series C Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or

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make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock, Series B Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series C Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series C Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(m) Dividend Rights of Series B Preferred Stock.

(i) So long as any shares of Series B Preferred Stock shall remain outstanding, the holders of such Series B Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$65.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each such date being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series B Preferred Stock shall not bear interest.

(ii) So long as any shares of Series B Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holder of, or set aside or make monies available for a sinking fund for the purchase or redemption of, any shares of Series A Preferred Stock or Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of Series B Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series B Preferred Stock pursuant to the terms of paragraph (4)(b) below have been paid for or have been duly provided for.

(n) Dividend Rights of Series A Preferred Stock.

(i) So long as any shares of Series A Preferred Stock shall remain outstanding, the holders of such Series A Preferred Stock shall be entitled to receive, when and as declared by the Board, out of any funds legally available therefore, cumulative preferential dividends in cash, at the rate of \$80.00 per year per share, payable quarterly on the first business day of each March, June, September and December (each such date being called a "Dividend Payment Date"). Accumulated and unpaid dividends on the Series A Preferred Stock shall not bear interest.

(ii) So long as any shares of Series A Preferred Stock shall remain outstanding, the Corporation may not declare or pay any dividend, make a distribution, or purchase, acquire, redeem, pay monies to the holders of, or set aside or

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make monies available for a sinking fund for the purchase or redemption of any shares of Common Stock with respect to the payment of dividends or the distribution of assets on liquidation, dissolution or winding up the Corporation unless (i) all dividends in respect of the Series A Preferred Stock for all past dividend periods have been paid and such dividends for the current dividend period have been paid or declared and duly provided for, and (ii) all amounts in respect of the mandatory redemption of Series A Preferred Stock pursuant to the terms of paragraph (4)(b) have been paid for or have been duly provided for.

(3) Liquidation Right of Preferred Stock.

(a) Liquidation Rights of Series N Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series N Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the holders of Series N Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series N Preferred Stock, based on the full preferential amounts for the number of shares of Series N Preferred Stock held by each holder.

(a) Liquidation Rights of Series M Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series M Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N

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Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the assets to be distributed among the holders of Series N Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series M Preferred Stock, based on the full preferential amounts for the number of shares of Series M Preferred Stock held by each holder.

(b) Liquidation Rights of Series L Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series L Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock and Series M Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary and after the liquidation preferences of Series N Preferred Stock and Series M Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series L Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series L

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Preferred Stock, based on the full preferential amounts for the number of shares of Series L Preferred Stock held by each holder.

(c) Liquidation Rights of Series K Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series K Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock and Series L Preferred stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series K Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series K Preferred Stock, based on the full preferential amounts for the number of shares of Series K Preferred Stock held by each holder.

(d) Liquidation Rights of Series J Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series J Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock and Series K Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock and Series I Preferred Stock or Common Stock, with respect to the payment of dividends or

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distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series J Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of Series J Preferred Stock, based on the full preferential amounts for the number of shares of Series J Preferred Stock held by each holder.

(e) Liquidation Rights of Series I Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series I Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock Series and K Preferred Stock and Series J Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock and Series H Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock and Series J Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series I Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series I Preferred Stock, based on the full preferential amounts for the number of shares of Series I Preferred Stock held by each holder.

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(f) Liquidation Rights of Series H Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series H Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock and Series I Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock and Series I Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series H Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series H Preferred Stock, based on the full preferential amounts for the number of shares of Series H Preferred Stock held by each holder.

(g) Liquidation Rights of Series G Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series G Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock and Series H Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock or Common Stock, with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an

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amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock and Series H Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series G Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (a), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series G Preferred Stock, based on the full preferential amounts for the number of shares of Series G Preferred Stock held by each holder.

(h) Liquidation Rights of Series F Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series F Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock and Series G Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock or Common Stock with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock and Series G Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series F Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (b), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series F Preferred Stock, based on the full preferential amounts for the number of shares of Series F Preferred Stock held by each holder.

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(i) Liquidation Rights of Series E Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series E Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock and Series F Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock or Common Stock with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, and Series F Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series E Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (c), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series E Preferred Stock, based on the full preferential amounts for the number of shares of Series E Preferred Stock held by each holder.

(j) Liquidation Rights of Series D Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series D Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock and Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock and Series E Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock or Common Stock with respect to the payment of

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dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock and Series E Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series D Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (d), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series D Preferred Stock, based on the full preferential amounts for the number of shares of Series D Preferred Stock held by each holder.

(k) Liquidation Rights of Series C Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series C Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock and Series D Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Series A Preferred Stock, Series B Preferred Stock or Common Stock with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, and Series D Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series C Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this

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paragraph (e), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series C Preferred Stock, based on the full preferential amounts for the number of shares of Series C Preferred Stock held by each holder.

(l) Liquidation Rights of Series B Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, and Series C Preferred Stock, and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Series A Preferred Stock or Common Stock with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, and Series C Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series B Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (i), then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series B Preferred Stock, based on the full preferential amounts for the number of shares of Series B Preferred Stock held by each holder.

(m) Liquidation Rights of Series A Preferred Stock.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders (after any payment or declaration and setting apart for payment of any amount shall be made in respect of any shares of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred

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Stock Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, Series C Preferred Stock, and Series B Preferred Stock and before any payment or declaration and setting apart for payment of any amount shall be made in respect to any shares of Common Stock with respect to the payment of dividends or distribution of assets on liquidation, dissolution or winding up of the Corporation) an amount equal to \$1,000 per share plus all accumulated and unpaid dividends (including a prorated quarterly dividend from the last Dividend Payment Date to the date of such payment) in respect of any liquidation, dissolution or winding up consummated.

(ii) If upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the liquidation preferences of Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, Series C Preferred Stock and Series B Preferred Stock shall have been satisfied as provided above, the assets to be distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amounts provided in this paragraph (g); then the remaining assets of the Corporation to be distributed shall be distributed ratably among the holders of Series A Preferred Stock, based on the full preferential amounts for the number of shares of Series A Preferred Stock held by each holder.

(l) A consolidation or merger of the Corporation with or into any other corporation or corporations in which the stockholders of the Corporation receive solely capital stock of the acquiring corporation (or of the direct or indirect parent corporation of the acquiring corporation), except for cash in lieu of fractional shares, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this paragraph.

(4) Redemption of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock.

(a) Optional Redemption by the Corporation.

(i) Subject to the limitations imposed by subparagraphs (2)(a)(ii), (2)(b)(ii), (2)(c)(ii), (2)(d)(ii), (2)(e)(ii), (2)(f)(ii), (2)(g)(ii), (2)(h)(ii), (2)(i)(ii), (2)(j)(ii), (2)(k)(ii), (2)(l)(ii), (2)(m)(ii) and 2(n)(ii) above, the Corporation may, at the option of the Board, redeem at any time, from any source of funds legally available therefor, in whole or in part, in the manner provided below, any and all shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D

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Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock at the redemption price equal to the sum of \$1,000 per share redeemed plus an amount equal to all accumulated and unpaid dividends per share (including a prorated quarterly dividend from the last Dividend Payment Date to the Redemption Date).

(ii) Written notice (the "Redemption Notice") shall be given to each holder of record of the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock stating:

(A) whether all or less than all the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock are to be redeemed and the total number of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock being redeemed;

(B) the number of shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock held by the holder that the Corporation intends to redeem;

(C) the date fixed for redemption and the Redemption Price; and

(D) that the holder is to surrender to the Corporation, in the manner and at the place designated, his certificate or certificates representing the shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock to be redeemed.

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(iii) On or before the date fixed for redemption, each holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock shall surrender the certificate of certificates representing such shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock to the Corporation, in the manner and at the place designated in the Redemption Notice, and thereupon the redemption price for such shares shall be payable in cash on the Redemption Date to the person whose name appears on such certificate or certificates as the owner thereof, and each surrendered certificate shall be canceled and retired. In the event that less than all the shares represented by any such certificate are redeemed, a new certificate shall be issued representing the unredeemed shares.

(iv) Unless the Corporation defaults in the payment in full of the Redemption Price, dividends on the Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock called for redemption shall cease to accumulate on the Redemption Date, and all rights of the holders of such shares redeemed shall cease to have any further rights with respect thereto on the Redemption Date, other than to receive the Redemption Price without interest.

(b) Mandatory Redemption.

(i) Subject to limitations imposed by subparagraphs (2)(a)(ii), (2)(b)(ii), (2)(c)(ii), (2)(d)(ii), (2)(e)(ii), (2)(f)(ii), (2)(g)(ii), (2)(h)(ii), (2)(i)(ii), (2)(j)(ii), (2)(k)(ii), (2)(l)(ii), (2)(m)(ii) and (2)(n)(ii) above, any holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock may, by written notice to the Corporation, at any time and from time to time, require the Corporation to redeem all or any portion of such holder's shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock at

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the redemption price equal to the sum of \$1,000 per share plus an amount equal to all accumulated and unpaid dividends per share (including a prorated quarterly dividend from the last Dividend Payment Date to the Redemption Date).

(ii) Subject to limitations imposed by subparagraphs (2)(a)(ii), (2)(b)(ii), (2)(c)(ii), (2)(d)(ii), (2)(e)(ii), (2)(f)(ii), (2)(g)(ii), (2)(h)(ii), (2)(i)(ii), (2)(j)(ii), (2)(k)(ii), (2)(l)(ii), (2)(m)(ii) above and 2(n)(ii), the Corporation shall forthwith redeem the shares requested to be redeemed by the holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock. If, at the time of any redemption pursuant to this paragraph, the funds of the Corporation legally available for the redemption of Preferred Stock are insufficient to redeem the number of shares requested to be redeemed, those funds which are legally available shall be used to redeem the maximum possible number of such shares of Series of Preferred Stock with the highest priority. If the funds of the Corporation legally available for the redemption of Preferred Stock are insufficient to redeem all shares of a particular Series of Preferred Stock requested to be redeemed, those funds which are legally available shall be used to redeem the maximum possible number of such shares of that Series of Preferred Stock, pro rata, based upon the number of shares requested to be redeemed by the holders of that Series of Preferred Stock. At any time thereafter, when additional funds of the Corporation become legally available for the redemption of Preferred Stock, those funds shall immediately be used to redeem the balance of the shares of the Series of Preferred Stock with the highest priority which the Corporation has become obligated to redeem pursuant to this subparagraph, but which it has not redeemed. Additional funds which are legally available shall be used first to redeem all or the maximum possible number of shares of Series of Preferred Stock with the next highest priority, in the same manner described in this paragraph, until all preferred stock which the Corporation has become obligated to redeem pursuant to this paragraph has been redeemed. The priority of the Series of Preferred Stock, ranked in order from highest to lowest, shall be as follows: Series N Preferred Stock, Series M Preferred Stock, Series L Preferred Stock, Series K Preferred Stock, Series J Preferred Stock, Series I Preferred Stock, Series H Preferred Stock, Series G Preferred Stock, Series F Preferred Stock, Series E Preferred Stock, Series D Preferred Stock, Series C Preferred Stock, Series B Preferred Stock and Series A Preferred Stock.

(5) No Reissuance of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock: No Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred

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Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock or Series N Preferred Stock acquired by the Corporation by reason of redemption, purchase, or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

(6) Notices. All notices to the Corporation permitted hereunder shall be personally delivered or sent by first class mail, postage prepaid, addressed to its principal office and all notices to any holder of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock, Series F Preferred Stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock, Series M Preferred Stock and Series N Preferred Stock shall be similarly given at its address appearing on the books of the Corporation.

3. These Articles of Amendment were unanimously recommended by the board of directors of the Corporation on the ____ day of December, 2018.

4. These Articles of Amendment were unanimously approved by the shareholders of the Corporation on the ____ day of December, 2018. The number of votes cast for the amendment by the shareholders of the Corporation was sufficient for approval. The holders of Common Stock of the Corporation and the holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred, Series F Preferred stock, Series G Preferred Stock, Series H Preferred Stock, Series I Preferred Stock, Series J Preferred Stock, Series K Preferred Stock, Series L Preferred Stock and Series M Preferred Stock of the Corporation represented voting groups that were entitled to vote separately on the amendment pursuant to §607.1004 of the Florida Business Corporation Act. The number of votes cast in each voting group was sufficient for approval by that voting group.

5. These Articles of Amendment became effective upon their approval by the shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned duly executed these Articles of Amendment this 20th day of December, 2018.

TORWEST, INC.

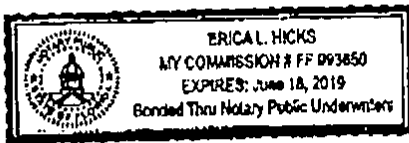
By: Elizabeth C. Hanley
Elizabeth C. Hanley, President

Attest:

Jerome D. Quinn
Jerome D. Quinn, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing was acknowledged before me this 20th day of December, 2018, Elizabeth C. Hanley, as President of TORWEST, INC., who is personally known to me or who has produced _____ as identification.



Erica L. Hicks

Notary Public, State of Florida at Large

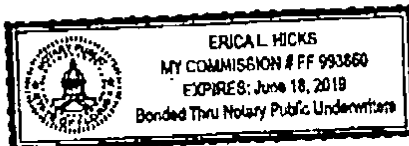
Print name:

Commission No:

Commission Expires:

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing was acknowledged before me this 20th day of December, 2018, by Jerome D. Quinn, as Secretary of TORWEST, INC., who is personally known to me or who has produced _____ as identification.



Erica L. Hicks

Notary Public, State of Florida at Large

Print name:

Commission No:

Commission Expires:

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