

L19115

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

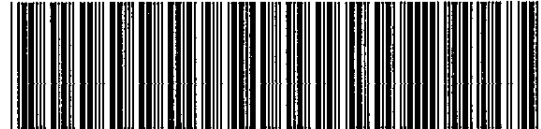
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name	Office Use Only
Availability	
Document Examiner	
Reviewer	
Verifier	
Supervisor	
Director	



400008764474

400008764474
11/15/02--01016--009 **35.00

02/10/15 01:00:00
STATE OF TEXAS
SECRETARY OF STATE

*Amendment OK to file
to merger per Est.
- but
not
11/18*

FF \$35

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

ATTORNEYS AND COUNSELLORS AT LAW
101 PARK AVENUE
NEW YORK, NEW YORK 10178-0061

FRANKFURT MUSCAT
HOUSTON NEWARK
LONDON PARIS
MEXICO CITY STAMFORD
MILAN WASHINGTON

TELEPHONE 212-696-6000
FACSIMILE 212-697-1559
VOICE MAIL 212-696-6028
E-MAIL INFO@CM-P.COM
INTERNET WWW.CM-P.COM

WRITER'S DIRECT:
TELEPHONE 212-696-8856
E-MAIL NCAVALIERE@CM-P.COM

November 7, 2002

BY COURIER

Brenda Tadlock
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SDA Enterprises, Inc. Merger Amendment

Dear Ms. Tadlock:

As discussed, enclosed please find the originally executed Certificate of Amendment and a check made payable to the Florida Department of State in the amount of \$35.00 for the related filing fee. Please advise me when the filing is complete. ✓

Should you have any questions or comments, please do not hesitate to contact me at 212-696-8856. Thank you for your assistance.

Sincerely,


Natalia Cavaliere

enclosures

CERTIFICATE OF AMENDMENT TO CORRECT
A CERTAIN ERROR IN THE
CERTIFICATE
OF MERGER OF

SDA FINANCE COMPANY AND
SDA INVESTORS, L.L.C.
WITH AND INTO
SDA ENTERPRISES, INC.

02 NOV 15 AM 10:01
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SDA ENTERPRISES, INC., corporation organized and existing under and by virtue of the laws of the State of Florida,

DOES HEREBY CERTIFY:

1. The name of the corporation is SDA Enterprises, Inc.
2. That Articles of Merger, together with the related Agreement and Plan of Merger, were filed with the Secretary of State of Florida on December 21, 2001 and that said Agreement and Plan of Merger requires correction.

3. The inaccuracy in the Agreement and Plan of Merger to be corrected is as follows:
the ratio used to convert the capital of the merged entities into stock of the surviving entity.

4. The correction will be effected by:

(a) Correcting Paragraph 5(b) of the Agreement and Plan of Merger is corrected to read as follows:

b) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of SDA Finance Company and each unit of SDA Investors, L.L.C., respectively, issued and outstanding immediately prior to the Effective Time (including each fraction of a share or unit) ("Merged Entities Capital") shall, by virtue of the Mergers, and without any action on the part of the Merged Entities, the Surviving Corporation, or the holders thereof, automatically cease to exist, and shall be automatically cancelled and converted into the right to receive the number of shares of Surviving Corporation Stock set forth below, so that following the issuances of Surviving Corporation Stock in respect thereof, the authorized and issued and outstanding Surviving Corporation Stock will be as set forth on Schedule II hereto:

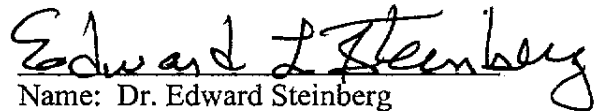
<u>Merged Entity</u>	<u>Number of Shares of Surviving Corporation Stock into which each Share or Unit of Merged Entity Capital is to be Converted</u>
SDA Finance Company	2.47900
SDA Investors, L.L.C.	1.92118

(b) Replacing Schedule II of the Agreement and Plan of Merger with the corrected Schedule II annexed hereto.

IN WITNESS WHEREOF, the undersigned officer has executed this Certificate as of the 31 day of October, 2002.

SDA Enterprises, Inc.

By:



Name: Dr. Edward Steinberg

Title: Secretary

SCHEDULE II**SDA ENTERPRISES, INC.****LIST OF SHAREHOLDERS**

(Effective immediately following Mergers of
SDA Finance Company and SDA Investors, L.L.C. with and into SDA Enterprises, Inc.)

<u>Name of Shareholder</u>	<u>Number of Shares Owned</u>	<u>Percentage Ownership</u>
S. Daniel Abraham	11,083.90226	35.01496
The Relatasi Trust	6,120.35794	19.33472
Trust F/B/O Rebecca Abraham U/T/A dated September 16, 1982*	40.67077	0.12848
Trust F/B/O Laurie Abraham Pinck U/T/A dated September 8, 1988**	54.22770	0.17131
Trust F/B/O Rebecca Abraham Gridish U/T/A dated November 2, 1988	3,214.72682	10.15559
Trust F/B/O Laurie Abraham Pinck U/T/A dated November 2, 1988	3,201.16989	10.11276
Trust F/B/O Tamar Abraham U/T/A dated November 2, 1988	3,174.05605	10.02711
Trust F/B/O Simona Abraham U/T/A dated November 2, 1988	3,174.05605	10.02711
Edward L. Steinberg and Judith Steinberg, Jt. Ten.	727.03885	2.29678
Judith Steinberg	864.55232	2.73119
TOTAL ***	31,654.75864	100.00000

* Following the liquidation of this Trust, which is being processed, the shares will be transferred to the beneficiary's November 1988 Trust.

** Following the liquidation of this Trust, which is being processed, the shares will be transferred either to the beneficiary or to her November 1988 Trust.

*** Totals may differ due to rounding.