

L44712

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01 JUL 18 PM 2:41

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OF COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALBERT C. RICKEY (RET.)
AARON SHANKMAN (RET.)

July 16, 2001

Florida Secretary of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDEX

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-07/18/01--01082--001
*****35.00 *****35.00

RE: Financial Transportation Services, Inc.

Dear Madam/Sir:

Enclosed is an amendment to the Articles of Incorporation of the above-captioned corporation and a filing fee of \$35. Please record the document upon receipt thereof.

Best regards,

Robert Alvarez
Robert K. Alvarez

RKA:lpa
Encl.

cc: Mr. R. Thomas DeHart
Mr. Gordon Thompson

*Amend
7-23-01
RKA*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FINANCIAL TRANSPORTATION SERVICES, INC.**

DOCUMENT NUMBER L44712

FILED
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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 articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

SEE EXHIBIT A ATTACHED HERETO

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: December 27, 2000.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

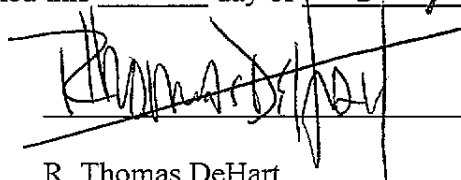
"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of July, 2001.

Signature:

A handwritten signature in black ink, appearing to read 'R. Thomas DeHart', written over a horizontal line.

R. Thomas DeHart
(Typed or printed name)

President
(Title)

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
FINANCIAL TRANSPORTATION SERVICES, INC.**

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

FIRST: The Amendment adopted is as follows:

Article III of the Articles of Incorporation of the Corporation are amended by deleting such Article III in its entirety and adding the following Article III in lieu thereof:

The Corporation is authorized to issue the following stock:

a. Designation and Number of Shares.

(1) Common Stock. The Corporation shall be authorized to issue 10,000 shares of common stock having \$1.00 par value (the "Common Stock").

(2) Class A Preferred Stock. The Corporation shall be authorized to issue One Million (1,000,000) shares of Class A Preferred Stock with a par value of One Dollar and No Cents (\$1.00) per share (the "Class A Preferred Stock").

b. Dividends:

(1) Class A Preferred Stock. The holders of record of shares of Class A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of funds legally available therefor, cumulative dividends at the annual rate of \$.08 per share payable at such time as the Board

of Directors of the Corporation shall declare a dividend on such Class A Preferred Stock. Such dividends shall be in preference to dividends on Common Stock. Such dividends shall be paid to holders of record at the close of business on the date specified by the Board of Directors of the Corporation at the time such dividends are declared. Each of such dividends (whether payable in cash or in stock) shall be fully cumulative and shall accrue (whether or not declared), without interest, from the date of issuance of such shares until such dividends are paid. Any dividend payments due with respect to Class A Preferred Stock on any dividend payment date may be made, in the sole discretion of the Corporation, in cash or by issuing additional fully paid and nonassessable shares of Class A Preferred Stock or Common Stock at the rate determined by the Board of Directors of the Corporation. The issuance of such additional shares or the issuance of such additional shares together with payment of cash in lieu of the issuance of any fractional shares shall constitute full payment of such dividend. All dividends paid with respect to shares of the Class A Preferred Stock shall be paid pro rata to the holders entitled thereto.

c. Liquidation Preference:

In the event of a liquidation, dissolution, or winding-up of the Corporation, the holders of shares of Class A Preferred Stock shall be entitled to receive out of the assets of the Corporation an amount equal to One Dollar (\$1.00) per share, plus any previously accrued dividends thereon to the date fixed for distribution, in preference to and in priority over any such distribution upon the Common Stock of the Corporation. If the assets of the Corporation are not then sufficient to pay such

amounts in full to the holders of the Class A Preferred Stock, the holders of such shares shall share ratably in such distribution of assets.

d. Redemption:

The Class A Preferred Stock shall have no redemption rights.

e. Voting Rights:

(1) Class A Preferred Stock. The Class A Preferred Stock is non-voting and the holders of Class A Preferred Stock shall have no right to vote on any matters affecting the Corporation upon which shareholders of the Corporation are entitled to vote.

(2) Common Stock. All shares of common stock shall be equal in every respect with other shares of common stock. At all meetings of the shareholders, each shareholder of record entitled to vote thereat shall be entitled to one (1) vote for each share of common stock standing in his name and entitled to vote at such meetings. Holders of Common Stock shall not be entitled as a matter of right, preemptive or otherwise, to subscribe or apply for the purchase or receive any part of any unissued stock or other securities of the Corporation, or any stock or other securities issued and thereafter acquired by the Corporation.

SECOND: The date of the amendment's adoption is December 27, 2000.

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

Signed this 27th day of December, 2000.

FINANCIAL TRANSPORTATION SERVICES,
INC.

By: 

Title: 

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