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ACCOUNT NO. : 072100000032

REFERENCE : 233496 4336650

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 23, 1997

ORDER TIME : 10:19 AM

ORDER NO. : 233496-005

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*****87.50 *****87.50

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq
Baker & McKenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: FAIRCO FINANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 JAN 23 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 23 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N. HENDRICKS JAN 24 1997

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JUAREZ SAN DIEGO WASHINGTON, D.C.

ROBERT F. HUDSON, JR.
(305) 789-8906

January 22, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Fairco Finance, Inc.

Dear Sir/Madame:

Enclosed please find the original plus one copy of the Articles of Amendment to Articles of Incorporation of Fairco Finance, Inc., plus a check in the amount of \$87.50 to cover for the filing and certification fee. We kindly request that once the Articles of Amendment have been filed with your office, the certified copy be returned to the messenger service who is delivering this letter.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,



Robert F. Hudson, Jr.

Enclosure
MIAMI102487II

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FAIRCO FINANCE, INC.**

FILED
97 JAN 23 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Fairco Finance, Inc. (the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"Article III - Capital Stock

(a) This Corporation is authorized to issue two classes of shares of common stock to be designated "Voting Common Stock" and "Non-Voting Common Stock". The total number of shares of common stock that this Corporation is authorized to issue is TWENTY THOUSAND (20,000). TEN THOUSAND (10,000) of such shares shall be shares of Voting Common Stock, par value \$.01 per share. TEN THOUSAND (10,000) of such shares shall be shares of Non-Voting Common Stock, par value \$.01 per share.

(b) Except as set forth in this Article III(b), the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and shall have equal rights and privileges.

1. **Dividends.**

(A) Subject to paragraph (B) of this paragraph (1), whenever a dividend is paid to holders of either Voting Common Stock or Non-Voting Common Stock, the Corporation shall also pay to holders of shares of the other class of Common Stock a dividend equal in amount per share.

(B) If at any time a dividend is to be paid in shares of Non-Voting Common Stock or in shares of Voting Common Stock (a "Stock Dividend"), such Stock Dividend may be declared and paid only as follows:

(i) shares of Non-Voting Stock may be paid to holders of shares of Non-Voting Stock; and

(ii) shares of Voting Stock may be paid to holders of shares of Voting Stock.

Whenever a Stock Dividend is paid, the same number of shares of the respective class shall be paid in respect of each outstanding share of Non-Voting Stock and Voting Stock. The Corporation shall not combine or subdivide shares of either of such classes without at the same time making a proportionate combination or subdivision of shares of the other of such classes.

2. Voting. The holders of shares of Voting Common Stock shall have exclusive voting power. The holders of shares of Non-Voting Common Stock shall have no right to vote for the election of directors or on any other matter subject to a vote of the shareholders of the Corporation.

4. The foregoing amendments to the Articles of Incorporation were adopted by the Board of Directors and sole shareholder of the Corporation in accordance with Section 607.1006 of the Act. The number of votes cast for the amendment by the shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 30 day of December, 1996.



Louis W. King, President



_____, Secretary

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