

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and it number (shown below) on the top and bottom of all pages of the document.

((H00000004200 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
Account Number : 076077002561
Phone : (305) 376-6023
Fax Number : (305) 376-6010

LIMITED LIABILITY AMENDMENT

IMS COMPANIES LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
DIVISION OF CORPORATIONS
00 JAN 25 PM 12:00

January 26, 2000

GUNSTER, YOAKLEY, ETAL.

SUBJECT: IMS COMPANIES LLC
REF: W00000002200

We have received your electronically transmitted document. However, the document was submitted under the wrong EFIL type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate EFIL type.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX And. #: R00000004074
Letter Number: 000A00003654

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

01/26/00 WED 10:48 [TX/RX NO 8130]

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION
OF
IMS COMPANIES LLC**

The undersigned Managers of IMS Companies LLC (the "Company"), a Florida limited liability company, pursuant to Section 608.411 of the Florida Limited Liability Company Act, hereby adopt the following Certificate of Amendment to the Articles of Organization:

1. The name of the Company is IMS COMPANIES LLC.
2. The Articles of Organization for the Company were filed with the Florida Department of State on June 17, 1999.
3. Article V of the Articles of Organization of the Company is hereby amended to divide the membership interests so as to establish separate classes of voting and non-voting membership units. Article V of the Articles of Organization shall read in its entirety as follows:

Article V
Membership Interests and Certificates

(a) The amount of capital which the initial Members have committed as their initial capital contribution is One Thousand Dollars (\$1,000.00).

(b) Membership interests in the Company shall be divided into Class A and Class B Membership Interests and shall be evidenced by unit certificates. The maximum aggregate number of Class A Membership Interests, which shall be designated as Class A Voting Membership Interests, shall be One Hundred Thousand units (100,000). The maximum number of Class B Membership Interests, which shall be designated as Class B Nonvoting Membership Interests, shall be determined by the Managers in accordance with the Regulations and Operating Agreement. Except as otherwise provided by law or as otherwise set forth in the Company's Regulations and Operating Agreement, only Class A Voting Membership Interests shall be entitled to vote on matters. Holders of Class B Membership Interests shall be entitled to allocations of profits and

THIS DOCUMENT PREPARED BY:

Lisette Suarez Stancioff, Esq.
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
2 South Biscayne Blvd., Suite 3400
Miami, FL 33131
Tel: (305) 376-6059
Fla. Bar No. 0145777

00 JAN 26 12:00
FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FAX AUDIT NO: H00000004200

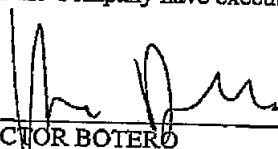
losses, and distributions from the Company, only as set forth in the Regulations and Operating Agreement.


(c) No Member of this Company may transfer, sell or assign his or her units in the Company to any other person except as provided for in the Company's Regulations and Operating Agreement.

4. Except as above amended, the Articles of Organization of the Company, as filed with the Florida Department of State on June 17, 1999, shall remain in full force and effect.

5. This Amendment was adopted by Unanimous Written Consent of a Special Joint Meeting of the Members and Managers of the Company on June 17, 1999. The number of votes cast for this Amendment was sufficient for approval.

IN WITNESS WHEREOF, the Managers of the Company have executed this Certificate of Amendment as of January 24, 2000.


HECTOR BOTERO


STANLEY J. BODNER


MARIO LUBETKIN

00 JAN 26 PM 12:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

254902.1

FAX AUDIT NO: H00000004 200