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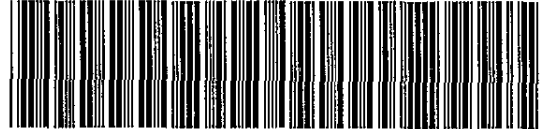
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DIVISION OF CORPORATION

C. Goulette OCT 10 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 275983 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 10, 2003

ORDER TIME : 11:20 AM

ORDER NO. : 275983-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq
Gould Cooksey Fennell O'Neill
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC AMENDMENT FILING

NAME: AZALEA/VERO, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AZALEA/VERO, INC.**

FILED
03 OCT 10 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AZALEA/VERO, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting ARTICLE IV of the Articles of Incorporation as of the date hereof, and substituting in its place the new ARTICLE IV set forth in Paragraph 4 below.

2. The Amendment has the effect of creating two (2) classes of stock, Class A voting common stock, par value \$.01, and Class B nonvoting common stock, par value \$.01, and each existing authorized and outstanding share of \$1.00 par value common stock is hereby converted into one (1) reclassified Class A voting common stock share and nine (9) Class B nonvoting common stock shares.

3. This Amendment to the Articles of Incorporation was approved by unanimous written consent of the Stockholders and the Board of Directors of the Corporation, adopted on the 9th day of October, 2003.

4. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, ARTICLE IV of the Articles of Incorporation of the Corporation shall read as follows:

"ARTICLE IV

The aggregate number of shares of capital stock authorized to be issued by this corporation is 10,000 shares, of which 1,000 shares shall be Class A voting common stock having a par value of \$1.00 per share and 9,000 shares shall be Class B nonvoting common stock having a par value of \$1.00 per share. There shall be no distinction between the two classes, except that the holders of the Class B common stock shall have no voting power for any purpose whatsoever and the holders of Class A voting common stock shall, to the exclusion of the holders of Class B nonvoting common stock, have full voting power for all purposes. Each share of Class A voting common stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. All of said stock shall be issued as fully paid and non-assessable."

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of AZALEA/VERO, INC., have been duly executed by the Directors and Stockholder of said corporation this 9th day of October, 2003.

SHAREHOLDER and DIRECTOR:


JAMES E. GIBSON