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**FILED**  
01 FEB -9 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 6, 2001

**VIA CERTIFIED MAIL,  
RETURN RECEIPT REQUESTED**  
7099 3220 0003 5462 6327

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: TFC Investment, Inc.

100003673361--5  
-02/12/01--01008--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir/Madam:

I am enclosing the Articles of Amendment to the Articles of Incorporation for the above referenced corporation to be filed with the Department of State.

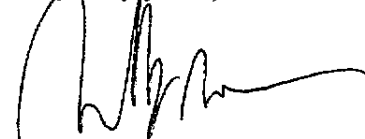
Also enclosed is a check made payable to the Secretary of State in the amount of \$43.75 covering the filing fees for the above and the cost of a certified copy of the Articles of Amendment.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please do not hesitate to contact me.

Amend  
2-13-01  
BKS

Very truly yours,



Jeffrey B. Kahn

Encl.

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
TFC INVESTMENT, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, TFC INVESTMENT, INC., a Florida corporation (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation:

1. ARTICLE FOURTH of the Corporation's Articles of Incorporation is hereby amended by deleting the text of ARTICLE FOURTH in its entirety and substituting in its place the following:

**"Fourth:** The maximum number of shares that this corporation is authorized to have outstanding at any one time shall be One Hundred One Thousand (101,000) shares of which One Thousand (1,000) shall be Common Stock at \$1.00 par value and One Hundred Thousand (100,000) shall be Preferred Stock at \$1.00 par value. The Preferred Stock may be issued in series from time to time with such designation, rights, preferences and limitations as the Board of Directors of the Company may determine by resolution. The rights, preferences and limitations of separate series of Preferred Stock may differ with respect to such matters as may be determined by the Board of Directors, including, without limitation, the rate of dividends, method and nature of payment of dividends, terms of redemption, amounts payable on liquidation, sinking fund provisions (if any), conversion rights (if any), and voting rights."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
3. This Amendment to the Articles of Incorporation was approved by the Board of Directors and the sole shareholder of the Corporation by written consent effective as of the date hereof. The number of votes cast for the amendment was sufficient for approval.
4. This Amendment shall be effective as of the date executed hereof.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment as of this 26<sup>th</sup> day of January, 2001. + adopted

**TFC INVESTMENT, INC.,**  
a Florida corporation

By: Therese F. Cartier  
THERÈSE F. CARTIER, President