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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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24/2009

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Tile Media Properties, Inc.

DOCUMENT NUMBER: P00000013391

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MADINA M. SCOTT, PARALEGAL

(Name of Contact Person)

COHEN POLLOCK MERLIN & SMALL, P.C.

(Firm/ Company)

3350 RIVERWOOD PARKWAY, SUITE 1600

(Address)

ATLANTA, GA 30339

(City/ State and Zip Code)

For further information concerning this matter, please call:

MADINA M. SCOTT, PARALEGAL

(Name of Contact Person)

at ( 770 ) 857-4795

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2009

MADINA M SCOTT  
3350 RIVERWOOD PKWY STE 1600  
ATLANTIC, GA 30339

SUBJECT: TILE MEDIA PROPERTIES, INC.  
Ref. Number: P00000013391

We have received your document for TILE MEDIA PROPERTIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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) 245-6927.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 209A00006796

RECEIVED  
2009 MAR -4 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

TILE MEDIA PROPERTIES, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P00000013391

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Capitol Corporate Services, Inc.

New Registered Office Address:

155 Office Plaza Drive, Suite A

(Florida street address)

Tallahassee

(City)

Florida 32301

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

Delanie Case

Signature of New Registered Agent, if changing  
Delanie Case, asst. sec.

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TALLAHASSEE FLORIDA

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*  
 see Exhibit A

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**F. 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:**  
*(if not applicable, indicate N/A)*

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The date of each amendment(s) adoption: February 13, 2009

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

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

Dated February 13, 2009

Signature   
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CURT V. RAPP  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

## **EXHIBIT A**

1. The Corporation's Articles of Incorporation are amended by deleting Article II in its entirety and inserting in lieu thereof a new Article II to read as follows:

### **Article II**

**Common Stock.** The Corporation shall have the authority to issue one hundred thousand (100,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share. Each of said shares of stock shall be identical with each other in every respect and the holders of the stock shall be entitled to one vote for each share on all matters on which stockholders have the right to vote.

**Preferred Stock.** The total number of preferred shares (referred to in these Article of Incorporation as "Preferred Stock") authorized to be used by the Corporation shall be two million (2,000,000) shares having a par value of One Dollar (\$1.00) per share. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized, at any time, by adopting resolutions (and, if and to the extent from time to time required by law, by filing Articles of Amendment which are effective without any shareholder action) to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designations, relative rights, preferences, restrictions and limitations relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

- (a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;
- (b) the dividend rate, if any, on the shares of such series, the times of payment, whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
- (c) whether the shares of such series shall be redeemable and if so, the redemption price and the terms and conditions of such redemption;
- (d) the rights of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

- (e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;
- (f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
- (g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

2. The Corporation's Articles of Incorporation are further amended by deleting Article VI, titled PREEMPTIVE RIGHTS, in its entirety.