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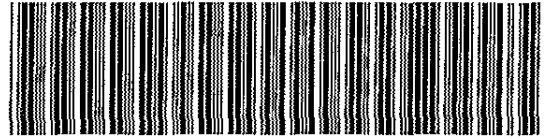
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03 JAN 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SCHNEIDER
& HEFFNER**

Attorneys at Law

*Harvey R. Schneider
Adam G. Heffner*

*1900 NW Corporate Boulevard
Suite 301 - West Building
Boca Raton, Florida 33431*

*Telephone: 561-241-5551
Telecopier: 561-241-5699*

January 13, 2003

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

SUBJECT: 3 BIRDS INC.

DOCUMENT #: P00000016861

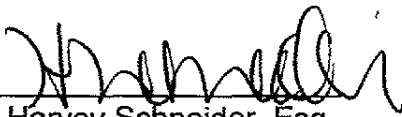
ENCLOSED: Articles of Amendment to the Articles of Incorporation

FEE ENCLOSED: \$35.00

To Whom It May Concern,

Kindly forward a stamped copy of the Articles of Amendment showing the filing date to the undersigned. Thank you.

Very Truly Yours,
SCHNEIDER & HEFFNER

By: 
Harvey Schneider, Esq.

cc: 3 Birds, Inc.
Attn: Mr. Arnold Alpert via fax to 954-861-1065

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF 3 BIRDS, INC.

The name of the Corporation is 3 Birds, Inc.


2. Article III of the Corporation's Articles of Incorporation which reads as follows is deleted:

"The authorized stock shall consist of 1000 shares of common voting stock of \$1.00 par value for each share. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law."

and replaced with the following clause:

"There will be one class of common stock consisting of two series. Series 'A' will consist of 900 shares of full voting stock and Series 'B' will consist of 100 shares of non-voting stock. The total authorized common stock of both series shall consist of 1000 shares with each share having a par value of \$1.00. Each share of stock will represent an equal capital interest in the corporation. Additionally, each series shall be identical in all respects, except that the non-voting stock shall carry no right to participate in the management of the corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Series 'B' stock may only be owned by employees of the corporation and shall be redeemable by the corporation upon termination or cessation of employment of the holder. Redemption of Series 'B' stock shall be at the book value of the corporation as determined by the corporation's accountant, whose decision is final and binding. At the option of the Board of Directors any redemption may be paid out over a period not to exceed three years with equal annual payments of principal and interest at five percent per annum. Series 'B' stock is non-transferable by the holder even to another employee of the corporation. The Board of Directors shall have the authority to determine variations in rights, preferences and limitations of future series or classes of stock. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution the shareholders shall be entitled to the net assets of the corporation as provided by law."

3. No shares of the corporation's stock have yet been issued.
4. The date of the amendment's adoption was December 18, 2002.
5. The foregoing amendment was adopted by the board of directors without shareholder approval and shareholder action was not required.

By:  dated this 18th day of December, 2002
Arnold Albert, Director

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