

NOV-14-2000

11:35

FROM-ATLAS PEARLMAN, PA

954-766-7800

T-169

P.001/007

F-587

P 0000000 24 110

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 audit number (shown below) on the top and bottom of all pages of the document.

((H00000059426 7)))

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) 922-4000

From:

Account Name : ATLAS PEARLMAN, P.A. - mpm

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 14 PM 3:22

FILED

RECEIVED

00 NOV 14 AM 10:52

DIVISION OF CORPORATIONS

BASIC AMENDMENT

O'MEARA CAPITAL PARTNERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

AMENDED
11-14
7

6922-01

NOV-14-2000 11:35

FROM-ATLAS PEARLMAN, PA

954-766-7800

T-168 P.002/007 F-587



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2000

O'MEARA CAPITAL PARTNERS, INC.
1111 BRICKELL BAY DRIVE UNIT 3201
MIAMI, FL 33131

SUBJECT: O'MEARA CAPITAL PARTNERS, INC.
REF: P00000024110

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

IN THIS CASE, THE SIGNOR'S TITLE MUST INCLUDE DIRECTOR,

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000059426
Letter Number: 200A00058490

H00000059426 7

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
O'MEARA CAPITAL PARTNERS, INC.**

FILED
00 NOV 14 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of O'Meara Capital Partners, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, bearing Document # P00000024110, is hereby amended so that Article IV reads, in its entirety, as follows:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Twenty-Five Thousand (125,000) shares, par value \$.001 per share, consisting of (i) Twenty-Five (25,000) shares of preferred stock, the series of which may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given, and (ii) One Hundred Thousand (100,000) shares of common stock, consisting of the following classes with the following rights, privileges and restrictions:

A. Class A Common Stock.

- (i) Designation and Amount. Forty-Five Thousand (45,000) shares of the Corporation's authorized capital stock are designated as Class A Common Stock.
- (ii) Voting Rights. The holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held, on all matters submitted to a vote of the shareholders of the Corporation.

Clint J. Gage, Esq., Florida Bar No.0191779
Atlas Pearlman, P.A.
Suite 1700
350 East Las Olas Boulevard
Ft. Lauderdale, FL 33301 (954) 763-1200

H00000059426 7

- (iii) Dividends. The holders of shares of Class A Common Stock, the holders of shares of Class B Common Stock, and the holders of Class C Common Stock shall share equally in any distribution of dividends approved by the Board of Directors in accordance with the Florida Business Corporation Act.
- (iv) Liquidation Rights. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the shares of Class A Common Stock, Class B Common Stock, and Class C Common Stock then outstanding shall be entitled to receive all of the assets of the Corporation available for distribution to the Corporation's shareholders.
- (v) Optional Redemption.
 - (1) Right of Redemption. Commencing on January 1, 2004, and continuing each year thereafter, each holder of shares of Class A Common Stock shall have the right to require the Corporation to redeem all or part of the holder's shares of Class A Common Stock.
 - (2) Annual Determination of Redemption Price. Annually, the Corporation shall engage the services of an independent auditor, which may be the independent auditor regularly engaged by the Corporation, to determine the preceding December 31 fair market value ("FMV") per share of Class A Common Stock ("Valuation"), which Valuation and FMV shall be conclusive and binding on the Corporation and its shareholders. Notice of the completion of the Valuation and the resulting FMV, shall be provided to each holder of Class A Common Stock, annually, in writing, no later than March 15.
 - (3) Exercise of Right of Redemption. Each holder of shares of Class A Common Stock may require the Corporation to redeem all or any part of the holder's shares of Class A Common Stock once per year, commencing on January 1, 2004, at a redemption price per share equal to the FMV as determined in the Valuation for the prior year (the "Redemption Price"), by providing the Corporation with written notice of the holder's desire to exercise said redemption rights no later than April 15 ("Redemption Notice").

(4) Terms of Payment of Redemption Price. Payment for the redemption of shares of Class A Common Stock to be redeemed by the Corporation, if any, shall be as follows:

- a. If the Corporation receives valid Redemption Notices in any year requesting the redemption of 50% or more of the then issued and outstanding Class A Common Stock, the Redemption Price shall be paid as follows: (i) 10% of the Redemption Price in immediately available funds at Closing; (ii) interest shall accrue on the unpaid balance of the Redemption Price at the rate of 8% per year; (iii) the balance of the Redemption Price, plus accrued interest, shall be paid over a five (5) year term, in twenty (20) quarterly payments of principal and interest. The Corporation shall have the right to prepay any amount due hereunder, without penalty.
- b. If the Corporation receives valid Redemption Notices requesting the redemption of 25% or more but less than 50% of the then issued and outstanding Class A Common Stock in a year, the Redemption Price shall be paid as follows: (i) 20% of the Redemption Price in immediately available funds at Closing; (ii) interest shall accrue on the unpaid balance of the Redemption Price at the rate of 8% per year; (iii) the balance of the Redemption Price, plus accrued interest, shall be paid over a three (3) year term, in twelve (12) quarterly payments of principal and interest. The Corporation shall have the right to prepay any amount due hereunder, without penalty.
- c. If the Corporation receives valid Redemption Notices requesting the redemption of less than 25% of the then issued and outstanding Class A Common Stock in a year, the Redemption Price shall be paid as follows: (i) 50% of the Redemption Price in immediately available funds at Closing; (ii) interest shall accrue on the unpaid balance of the Redemption Price at the rate of 8% per year; (iii) the balance of the Redemption Price, plus accrued interest, shall be paid over a two (2) year term, in eight (8) quarterly payments of principal

and interest. The Corporation shall have the right to prepay any amount due hereunder, without penalty.

- (5) Annual Closing of Optional Redemption. The redemption of shares of Class A Common Stock pursuant to valid Redemption Notices received each year by April 15, shall occur within thirty (30) days thereafter, upon the terms and subject to the conditions set forth herein (the "Closing").

B. Class B Common Stock.

- (i) Designation and Amount. Five Thousand (5,000) shares of the Corporation's authorized capital stock are designated as Class B Common Stock.
- (ii) Voting Rights. The holders of shares of Class B Common Stock shall be entitled to fifty (50) votes for each share of Class B Common Stock held, on all matters submitted to a vote of the shareholders of the Corporation.
- (iii) Dividends. The holders of shares of Class B Common Stock, the holders of shares of Class A Common Stock, and the holders of shares of Class C Common Stock shall share equally in any distribution of dividends approved by the Board of Directors in accordance with the Florida Business Corporation Act.
- (iv) Liquidation Rights. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of each share of Class B Common Stock, Class A Common Stock, and Class C Common Stock then outstanding shall be entitled to receive all of the assets of the Corporation available for distribution to the Corporation's shareholders.

C. Class C Common Stock.

- (i) Designation and Amount. Fifty Thousand (50,000) shares of the corporation's authorized capital stock are designated as Class C Common Stock.
- (ii) Rights. The holders of shares of Class C Common Stock shall have the same rights as holders of shares of Class A Common Stock, with

NOV-14-2000 11:37 FROM-ATLAS PEARLMAN, PA
H00000059426 7

954-766-7800

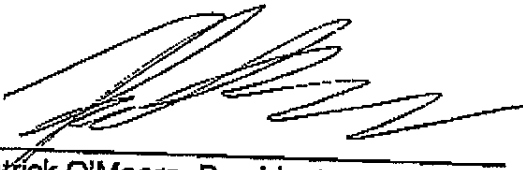
T-169 P.007/007 F-587

the exception that holders of shares of Class C Common Stock shall not have rights or redemption.

The foregoing Amendment was adopted by the Board of Directors of the Corporation acting by unanimous written consent dated August 21, 2000, pursuant to the Florida Business Corporation Act. No shares have been issued; therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by its duly authorized officer.

Signed, this 21st day of August, 2000.


Patrick O'Meara, President and Director