

P00000040398
Law Offices
HOLLAND & KNIGHT LLP

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Buenos Aires
Tel Aviv

December 12, 2000

CLIFTON A. MCCLELLAND, JR.
321-951-1776
Internet Address:
cmccllell@hklaw.com

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

700003503927-3
-12/18/00--11085--011
*****35.00 *****35.00

Re: Franklin Communications, Inc.
Articles of Amendment

Dear Sirs:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Also enclosed is our check in the amount of \$35 to cover your filing fee.

Thank you for your assistance in this matter.

Respectfully,

Clifton A. McClelland, Jr.

Clifton A. McClelland, Jr.

CAM/tah
Enclosures

MEL1 #452535 v1

Amend.

V. SHEPARD JAN 26 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 2:21



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 2000

CLIFTON A. MCCLELLAND, JR.
HOLLAND & KNIGHT LLP
1499 S. HARBOR CITY BLVD., STE. 201
MELBOURNE, FL 32901

SUBJECT: FRANKLIN COMMUNICATIONS. INC.
Ref. Number: P00000040398

We have received your document for FRANKLIN COMMUNICATIONS. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 600A00064834

Law Offices

HOLLAND & KNIGHT LLP

1499 South Harbor City Boulevard, Suite 201
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January 4, 2001

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CLIFTON A. MCCLELLAND, JR.
321-951-1776
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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Franklin Communications, Inc.
Articles of Amendment**

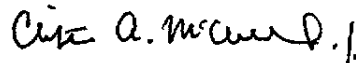
Dear Sirs:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation along with a copy of Letter Number 600A000064834 from the Department of State. Kindly file the original and return a date stamped copy to the undersigned in the envelope provided for your convenience.

Your office previously received our check in the amount of \$35 to cover your filing fee.

Thank you for your assistance in this matter.

Respectfully,



Clifton A. McClelland, Jr.

CAM/tah
Enclosures

RECEIVED
01 JAN 11 PM 1:27
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 16, 2001

CLIFTON A. MCCLELLAND, JR.
HOLLAND & KNIGHT
1499 S. HARBOR CITY BLVD., STE. 201
MELBOURNE, FL 32901

SUBJECT: FRANKLIN COMMUNICATIONS. INC.
Ref. Number: P00000040398

We have received your document for FRANKLIN COMMUNICATIONS. INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

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

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

Velma Shepard

DIVISION OF CORPORATIONS

01 JAN 24 AM 11:54

RECEIVED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRANKLIN COMMUNICATIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 12:21

Pursuant to Section 607.1006, Florida Statutes, FRANKLIN COMMUNICATIONS, INC. hereby files an Amendment to its Articles of Incorporation as follows:

1. The name of the corporation is ~~FRANKLIN COMMUNICATIONS, INC.~~

2. The Articles which are amended are as follows:

A. Article V of the Articles of Incorporation of FRANKLIN COMMUNICATIONS, INC. is deleted in its entirety.

B. Article VI of the Articles of Incorporation of FRANKLIN COMMUNICATIONS, INC. is amended to read as follows:

ARTICLE VI – NO PREEMPTION RIGHTS

No Stockholder shall have the preemptive rights to purchase unissued shares of the corporation's stock which are offered for sale.

C. Article VIII of the Articles of Incorporation of FRANKLIN COMMUNICATIONS, INC. is amended to read as follows:

ARTICLE VIII – BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors. The Stockholders shall elect the Board of Directors. The number of members of the Board of Directors shall be specified in the By-Laws.


3. The date of each each amendment's adoption is January 3, 2001.

4. The amendments were approved by the Stockholder and the number of votes cast for the amendments by the Stockholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on January 19th, 2001.

FRANKLIN COMMUNICATIONS, INC.

By: 
Thomas P. Grow, President

ATTEST: 
Secretary

STATE OF FLORIDA)
) §§
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 19 day of January, 2001, by THOMAS P. GROW and THOMAS P. GROW as President and Secretary of FRANKLIN COMMUNICATIONS, INC., who () are personally

known to me or who have produced
FL.DR. LIC as identification and who did
did not take an oath.

WITNESS my hand and official seal this 19 day of January, 2001.

Carol A. Cop

Printed Name: CAROL A. COP
Commission

Number: CC628233

My Commission

Expires: 3/09/2001



CAROL A. COP
My Comm Exp. 3/09/2001
Bonded By Service Ins
No. CC628233
 Personally Known Other I.D.