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UCT COATINGS, INC.

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**ARTICLES OF AMENDMENT TO THE
THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UCT COATINGS, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, UCT COATINGS, INC., a Florida corporation (the "Corporation"), hereby amends its Third Amended and Restated Articles of Incorporation, as follows:

FIRST: The name of the Corporation is UCT COATINGS, INC.

SECOND: The introductory paragraph of "Article IV. Shares" of the Third Amended and Restated Articles of Incorporation is amended in its entirety to read as follows:

"The total number of shares of all classes of capital stock that the Corporation has authority to issue is Fifty Six Million Eight Hundred Ninety Eight Thousand Five Hundred and Twenty One (56,898,521) consisting of (i) Forty Seven Million (47,000,000) shares of Common Stock, par value \$.01 per share ("Common Stock"); (ii) Eight Hundred Thousand (800,000) shares of Series A Convertible Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"); (iii) One Million Three Hundred Thousand (1,300,000) shares of Series B Convertible Preferred Stock, par value \$.01 per share (the "Series B Preferred Stock"); (iv) Two Million Five Hundred Thousand (2,500,000) shares of Series B-1 Convertible Preferred Stock, par value \$.01 per share (the "Series B-1 Preferred Stock"); and (v) Five Million Two Hundred Ninety Eight Thousand Five Hundred and Twenty One (5,298,521) shares of Series C Preferred Stock, par value \$.01 per share (the "Series C Preferred Stock"). The Series A Preferred Stock, the Series B Preferred Stock, the Series B-1 Preferred Stock, and the Series C Preferred Stock are collectively referred to as the "Preferred Stock."

The Series C Preferred Stock shall have rights and preferences identical in all respect to the Common Stock, except as follows: Upon any Liquidation Event, each holder of Series C Preferred Stock shall be entitled to be paid, before any distribution or payment is made upon any Junior Securities (which for purposes of the Series C Preferred Stock shall include the Common Stock but shall not include the Series A Preferred Stock, Series B Preferred Stock or Series B-1 Preferred Stock), an amount in cash equal to the aggregate Series C Liquidation Value of all shares of Series C Preferred Stock held by such holder (plus all accrued and unpaid dividends on such Series C Preferred Stock), and the holders of Series C Preferred Stock shall not be entitled to any further payment. If upon any such Liquidation Event the Corporation's assets to be distributed among the holders of the Series C Preferred Stock are insufficient to permit payment to such holders of the aggregate amount that they are entitled to be paid, then all assets available to be distributed to the holders of the Series C Preferred Stock shall be distributed pro rata among the holders of the Series C Shares based upon the aggregate Series C Liquidation Value (plus all accrued and unpaid dividends on the Series C Shares), of the Series C Preferred Stock held by each such holder. Prior to any Liquidation Event, the Corporation shall declare for payment all accrued and unpaid dividends with respect to the Series C Preferred Stock, except to the extent the funds of the Corporation legally available for the payment of dividends are

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insufficient. Not less than sixty (60) days prior to the payment date stated therein, the Corporation shall mail written notice of any such Liquidation Event to each record holder of Series C Preferred Stock, setting forth in reasonable detail the amount of proceeds to be paid with respect to each Series C Share in connection with such Liquidation Event."

THIRD: Section A.3 of "Article IV. Shares" of the Third Amended and Restated Articles of Incorporation is amended in its entirety to read as follows:

"3. **Election of Directors.** In the election of directors of the Corporation, the holders of the Common Stock, voting separately as a single class to the exclusion of all other classes of the Corporation's capital stock and with each share of Common Stock entitled to one vote, shall be entitled to elect three (3) directors nominated by the management of the Corporation to serve on the Board until a director's successor is duly elected by the holders of the Common Stock or such director is removed from office by the holders of the Common Stock. At such time as no shares of Common Stock are outstanding, any director in office elected solely by the holders of the Common Stock voting separately as a class shall remain as a member of the Board until such time as his or her successor shall be duly elected by the shareholders of the Corporation then entitled to vote for directors acting together as a single class. If the holders of the Common Stock for any reason fail to elect anyone to fill any such directorship (so long as they retain the right to fill such directorship), such position shall remain vacant until such time as the holders of the Common Stock elect a director to fill such position and such vacancy shall not be filled by resolution or vote of the Board or the Corporation's other shareholders. In addition, the holders of the Common Stock, the Series A Preferred Stock, the Series B Preferred Stock, the Series B-1 Preferred Stock, and the Series C Preferred Stock, voting together as a single class and with each share entitled to one vote, shall be entitled to elect four (4) directors to serve on the Board until a director's successor is duly elected by such shareholders or such director is removed from office by such shareholders."

FOURTH: Section F of "Article IV. Shares" of the Third Amended and Restated Articles of Incorporation is amended to add the following definitions:

"Series C Liquidation Value" of any Series C Share as of any particular date shall be equal to one cent (\$0.01).

"Series C Preferred Stock" has the meaning set forth in the introductory paragraph of Article IV.

FIFTH: The foregoing amendments were duly adopted on July 28, 2010 by written consent of shareholders holding (i) a majority of the issued and outstanding shares the Common Stock, par value \$.01, voting as a class, (ii) greater than 66.67% of the issued and outstanding shares of Series A Convertible Preferred Stock, par value \$.01, voting as a class, (iii) greater than 66.67% of the issued and outstanding shares of Series B Convertible Preferred Stock, par value \$.01, voting as a class, (iv) greater than 66.67% of the issued and outstanding shares of Series B-1 Convertible Preferred Stock, par value \$.01, voting as a class, and (iv) a majority of the total shares of Common Stock, Series A Preferred Stock, Series B

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Preferred Stock, and Series B-1 Preferred Stock, voting together as a class, in accordance with Sections 607.0704, 607.1003, 607.1004, and 607.1006 of the Florida Business Corporation Act. The number of votes cast for such amendment was sufficient for its approval by each voting group and in the aggregate.


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IN WITNESS WHEREOF, the undersigned has executed this instrument this 28th day of July, 2010.

UCT COATINGS, INC.

By: 
Name: Jeffrey Donahue
Title: Chief Executive Officer

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