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FILED
04 JAN -2 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Jim
1/9/04

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
TEREBINTHS, INC.
a Florida Corporation

FILED
04 JAN -2 PM 3: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

First: The Article III of the Articles of Incorporation is hereby deleted and replaced with the following:

Article III Shares The corporation is authorized to have the following outstanding shares of stock at any one time:

Section 3.02 Common Stock Ten Thousand (10,000) shares of Common Stock, having a par value of \$1.00 per share, which will have unlimited voting rights of one vote for each share.

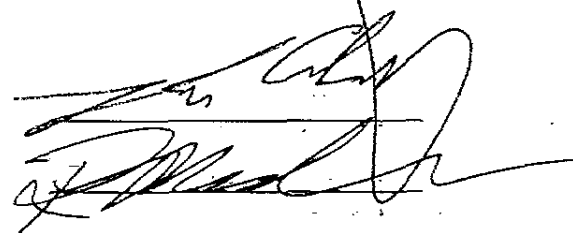
Section 3.03 Class A Preferred Stock Forty (40) shares of Class A Preferred Stock having no par value. The rights of preferences and privileges of the Class A Preferred stock are as follows:

- (a) Voting This stock has no voting rights.
- (b) Payment of Royalties Holders of these shares are entitled to payment of a royalty of 1% of the corporation's gross revenues collected on a monthly basis for each share owned. These payments will be made to the shareholders no later than 30 days after the end of each month.
- (c) Dividends No dividends of any kind shall be paid to holders of this class of stock.

Section 3.04 Transfer of Shares If a shareholder desires to sell its Class A Preferred Stock, it shall give written notice to exercise its right of first refusal to purchase and redeem, in full, the outstanding certificates at the price and on the terms set forth in the notice. If the Corporation fails to purchase such shares, the Shareholder may sell them to anyone within the next ninety (90) days upon the same price and terms. If a sale does not occur within such period, the shares may not be sold without re-complying with this right of first refusal procedure.

Second: The above amendment has been adopted by the board of directors and shareholders of the Corporation on December 29, 2003, pursuant to Section 607.1003, as required by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Articles of Amendment this 29 day of Dec, 2003.



TEREBINTHS, INC.

By: Paul Coscarella
Paul Coscarella, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on Dec 29, 2003, by Paul Coscarella, as Secretary of TEREINTHS, INC. a Florida Corporation, on behalf of the corporation, who is personally known to me or has produced FL Drivers License
(type of identification) as identification.

John Coppola
Name: John Coppola
(Print Name)

Notary Public - State of Florida
My Commission Expires: 2007

(AFFIX NOTARY SEAL)

