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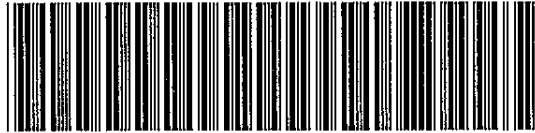
(Business Entity Name)

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Amend

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02 DEC 20 PM 2:44
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 DEC 20 PM 3:55
TALLAHASSEE, FLORIDA

DR
12/23/02

Herbert D. Haughton, Esq.

Requester's Name

Igler & Dougherty, P.A., 1501 Park Ave. E.

Address

Tallahassee, Florida 32301 878-2411

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gulf Atlantic Financial Group, Inc. P02000125102
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GULF ATLANTIC FINANCIAL GROUP, INC.**

P02000125102

(Document Number of Corporation)

FILED
02 DEC 20 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 and Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Article II of the Articles of Incorporation of Gulf Atlantic Financial Group, Inc. is hereby amended in its entirety to read as follows:

- “The Corporation may engage in or transact any and all activities and businesses permitted under the laws of the United States and of the State of Florida or any other state, county, territory or nation. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida. Any action required or permitted to be taken by the shareholders of the Corporation may be taken without a meeting, pursuant to the provisions contained in Section 607.0704, *Florida Statutes*.”

SECOND: Amendment adopted:

Article III of the Articles of Incorporation of Gulf Atlantic Financial Group, Inc. is hereby amended in its entirety to read as follows:

- “**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000, consisting of:
 - A. 2,500,000 shares of preferred stock, par value one cent (\$0.01) per share (“Preferred Stock”); and
 - B. 7,500,000 shares of common stock, par value one cent (\$0.01) per share (“Common Stock”). Each holder of shares of Common Stock shall be entitled to one vote per share.

“Section 2 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Florida (such certificate being hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.”

THIRD: The date of the amendment’s adoption: December 20, 2002.

FOURTH: The amendment was adopted by unanimous written consent of both the Corporation’s Board of Directors and of the Corporation’s shareholders.

Signed this 20th day of December, 2002.

Signature: 

Brian Orkin

(Typed or printed name)

Executive Vice President

(Title)