

Division of Corporations

B
10200005102

Florida Department of State
Division of Corporations
Public Access System
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.

(((H09000128705 3)))



H090001287053ABC%

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) 617-6380

From: Account Name : AKERMAN SENTERFITT (MIAMI)
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

2009 MAY 26 AM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

FLORIDA CAPITAL GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amey

RECEIVED
2009 MAY 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

52609

(H09000128705 3)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FLORIDA CAPITAL GROUP, INC.
a Florida corporation

FILED
2009 MAY 26 AM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Article III of the Articles of Incorporation of Florida Capital Group, Inc., a Florida corporation, hereinafter referred to as the "Corporation," is amended in its entirety to read as follows:

ARTICLE III - CAPITAL STOCK:

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 50,000,000 consisting of :

- A. 1,000,000 shares of preferred stock, par value one cent (\$.01) per share ("Preferred Stock"); and
- B. 49,000,000 shares of common stock, par value one cent (\$.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."

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and approved by a sufficient number of votes by the Corporation's shareholders effective as of April 15, 2009.

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this Amendment shall be effective as of the date of filing of this Amendment.

(H09000128705 3)

05-26-09 10:04AM FROM-AKERMAN SENTERFITT

+9053755095

T-854 P.03/03 F-408

(H09000128705 3)

IN WITNESS WHEREOF, the undersigned, being the *Chief Financial Officer* of the Corporation, has executed these Articles of Amendment on May 22, 2009.

FLORIDA CAPITAL GROUP, INC.

By: 

Steve Morrill, Chief Financial Officer

(H09000128705 3)