

P03000057676

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

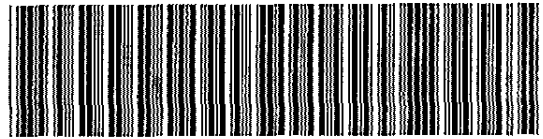
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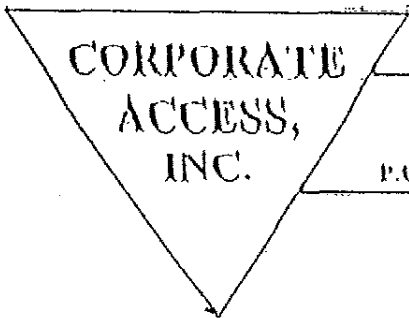
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Amend

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04 DEC 27 11 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE
CORPORATIONS
FLORIDA

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236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Amend

1.) *The Sterling Collection, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF AMENDMENT

OF

THE STERLING COLLECTION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amendments to the Articles of Incorporation of **THE STERLING COLLECTION, INC.** were adopted on January 1, 2004 by the shareholders. The number of votes cast for each amendment by the shareholders were sufficient for approval.

The Articles of Incorporation of **THE STERLING COLLECTION, INC.**, are hereby amended as follows:

FIRST: ARTICLE III is hereby amended and restated as follows:

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock each having a par value of One Dollar (\$1.00). There shall only be one class of stock but the class shall consist of two groups: Group A and Group B. The maximum number of Group A and Group B shares that this corporation is authorized to have outstanding at any one time is as follows: Group A, six thousand eight hundred thirty four (6,834), Group B, three thousand one hundred sixty-six (3,166). Only the holders of Group A shares shall be entitled to vote on the election or removal of directors. There shall be two voting groups, one consisting of Group A shares and Group B shares combined, and one consisting only of Group A shares. Group B shares do not constitute a separate voting group. The holders of Group A shares shall have exclusive voting power on all matters when no Group B shares are issued and outstanding. The holders of Group A shares and Group B shares are entitled to receive the net income of the corporation upon dissolution. All common shares shall be identical with each other in every respect except with respect to voting rights as aforesaid, and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders of that Group have the right to vote. The rights of all shareholders of the corporation shall be subject to the restrictions set forth in a corporate buy sell agreement to be executed by the corporation and all of its shareholders. All persons purchasing or receiving shares of stock in the corporation subsequent to the execution of such agreement shall, as a condition precedent to becoming shareholders of the corporation, become parties to such agreement.

SECOND: A new ARTICLE VI is added as follows:

ARTICLE VI PREEMPTIVE RIGHTS

Each holder of Group A shares of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any Group A stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any Group A stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its Group A stock of any class or classes.



**GARY E. AUBUCHON, President of
THE STERLING COLLECTION, INC.**