

**P03000087610**

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747 HOLDINGS, INC.**

Certificate of Status	0
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**C.COULLIETTE**

**MAY 11 2011**

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**EXAMINER**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
747 HOLDINGS, INC.

P03000087610

Pursuant to the provisions of section 607.1006, Florida Statutes, 747 HOLDINGS, INC., a Florida corporation (the "Corporation"), adopts the following amendments to its Articles of Incorporation:

1. The name of the Corporation is 747 HOLDINGS, INC.
2. The Articles of Incorporation of the Corporation are amended as follows:
  - a. Article IV is deleted in its entirety and is amended to read as follows:

**Article IV**

**Section 4.1 Authorized Capital Stock**

(a) The total number of shares of all classes of capital stock which the Corporation is authorized to issue is four-thousand (4,000) shares of common stock, no par value, of which (i) two-thousand (2,000) shares of common stock, no par value, will be designated as Class A Common Stock (the "Class A Common Stock"); and (ii) two-thousand (2,000) shares of common stock, no par value, will be designated as Class B Common Stock (the "Class B Common Stock").

(b) Effective on May 11, 2011, each one-hundred (100) shares of stock then issued shall be automatically reclassified and converted into four-hundred and thirty-three (433) shares of Class A Common Stock of the Corporation. No fractional shares or scrip representing fractions of a share shall be issued, but in lieu thereof, each fraction of a share that any stockholder would otherwise be entitled to receive shall be rounded up to the nearest whole share.

**Section 4.2 Common Stock Voting Powers**

(a) Except as set forth in this Section 4.2, the rights and privileges of holders of issued and outstanding shares of Class B Common Stock shall be identical to the rights and privileges of the holders of issued and outstanding shares of Class A Common Stock.

(b) The holders of issued and outstanding shares of Class A Common Stock shall be entitled to one (1) vote per share on any matter.

(c) The holders of issued and outstanding shares of Class B Common Stock shall be entitled to four (4) votes per share on any matter.

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3. No other agreement or document contains any provision regarding the reclassification of the issued shares of the Corporation covered hereby.

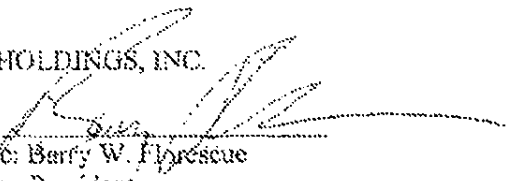
4. This Amendment was adopted on May 10, 2011.

5. The effective date of this Amendment is the date of its filing with the Office of the Secretary of the State of Florida.

6. This Amendment was approved by the Corporation's shareholders. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned executed this Amendment on this 10<sup>th</sup> day of May 2011.

747 HOLDINGS, INC.

By:   
Name: Barry W. Florescue  
Title: President