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DIVISION OF CORPORATIONS
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Amend

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5/16



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BRENT.KLEIN@RUDEN.COM

May 5, 2006

Via Federal Express

Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Amendment to Articles of Incorporation
First Commercial Holdings Group Corporation

Gentlemen:

Enclosed are two (2) copies of Articles of Amendment to Articles of Incorporation of First Commercial Holdings Group Corporation, along with a check in the amount of \$43.75. Please return a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/yr
Enclosures

MIA:316767:1

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FIRST COMMERCIAL HOLDINGS GROUP CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY -9 AM 10:05

FIRST COMMERCIAL HOLDINGS GROUP CORPORATION, a corporation organized and existing under the laws of the State of Florida, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is First Commercial Holdings Group Corporation.
2. The following amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors of the corporation, prior to the issuance of any shares of the capital stock of the corporation, in accordance with the provisions of Florida Statutes Sections 607.0821 and 607.1005, on May 5, 2006.

Article V of the Articles of Incorporation is hereby amended to read as follows:

A. **Authorized Capital Stock.** The aggregate number of shares which the corporation is authorized to issue is Forty Million (40,000,000) shares, consisting of:

- (1) Twenty Million (20,000,000) shares of Class A Common Stock, with a par value of \$.01 per share.
- (2) Twenty Million (20,000,000) shares of Class B Common Stock, with a par value of \$.01 per share.

B. **Common Stock.** The Class A Common Stock and the Class B Common Stock (hereinafter referred to collectively as the "Common Stock") shall be identical in all respects, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Common Stock. Except as may be required by the provisions of the Florida Business Corporation Act, the holders of the Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

Executed this 5th day of May, 2006.

**FIRST COMMERCIAL HOLDINGS
GROUP CORPORATION**

By: 
Luis M. Espinosa, Director