

P04000069166

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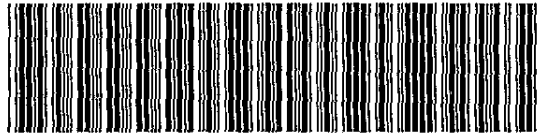
(Business Entity Name)

(Document Number)

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*Amend*

11/22/04--01056--002 \*\*35.00

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SECRETARY OF STATE  
TREASURY

**PEABODY & ARNOLD LLP**  
COUNSELLORS AT LAW

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November 19, 2004

Florida Department of State  
Corporations Division  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

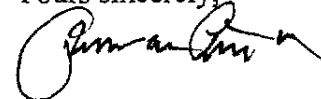
Re: - Cottage Colours Inc. Document #P04000069166

Ladies and Gentlemen:

We enclose Articles of Amendment to the Articles of Incorporation of Cottage Colours, Inc. together with a check to the Florida Department of State for the \$35.00 filing fee.

Would you kindly receipt stamp and return, in the envelope provided, the duplicate copy of the amendments enclosed.

Yours sincerely,



Jason M. Cotton

JMC/mvd  
Enclosure

cc: Connie Fischer

PABOS2.JCOTTON:602119\_1  
14232-90832

Articles of Amendment  
to  
Articles of Incorporation  
of

COTTAGE COLOURS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P04000069166

(Document number of corporation (if known))

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 4 is amended by increasing the Corporation's authorized  
capital stock. Article 7 is added, dealing with limitation of  
personal liability of directors. Article 8 is added dealing  
with indemnification of officers, directors and others. These  
amendments are set forth on the attached continuation sheets.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
COTTAGE COLOURS, INC.**

Cottage Colours, Inc., a Florida corporation, acting in accordance with Florida Statutes 607.1006, hereby adopts the following amendment to paragraph 4 of its Articles of Incorporation, and the following additional amendments as new paragraphs 7 and 8 of its Articles of Incorporation:

4. **Authorized Capital Stock** The Corporation is authorized to issue not more than one thousand shares (1,000) of capital stock all of which shall be common stock without par value.

7. **Liability of Directors**

A. No director shall be personally liable to the corporation or any other person for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy by a director, unless:

(1) The director breached or failed to perform his or her duties as a director;  
and

(2) The director's breach of, or failure to perform, those duties constitutes:

(a) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach or failure to perform constitutes a violation of the criminal law, but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(c) A circumstance under which the liability provisions of s. 607.0834 are applicable;

(d) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interests of the corporation, or willful misconduct; or

(e) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose, or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

B. For the purposes of this Article, the term "recklessness" means the action or the omission to act in conscious disregard of a risk:

(1) Known or so obvious that it should have been known to the director; and

(2) known, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such act or omission.

C. A director shall be deemed not to have derived an improper personal benefit from any transaction if the transaction and the nature and extent of any personal benefit derived by the director are not prohibited by state or federal law or regulation and, without further limitation:

(1) In an action other than a derivative suit regarding a decision by the director to approve, reject or otherwise affect the outcome of an offer to purchase the stock of or to effect a merger of, the corporation, the transaction and the nature of any personal benefit to be derived are disclosed or known to all directors voting on the matter, and the transaction was authorized, approved or ratified by at least two directors who comprise a majority of the disinterested directors (whether or not such interested directors constitute a quorum);

(2) The transaction and the nature of any personal benefits derived by a director are known to the shareholders entitled to vote and the transaction was authorized, approved or ratified by the affirmative vote or written consent of such shareholders who hold a majority of the shares the voting of which is not controlled by directors who derived a personal benefit from or otherwise had a personal interest in the transaction; or

(3) The transaction was fair and reasonable to the corporation at the time it was authorized by the board, a committee, or the shareholders, notwithstanding that a director derived a personal benefit.

D. The circumstances set forth in paragraph C of this Article are not exclusive and do not preclude the existence of other circumstances under which a director shall be deemed not to have derived an improper benefit.

## **8. Indemnification of Officers, Directors and Others**

A. The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable

believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

B. The corporation shall have power to indemnify any person who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any proceeding referred to in paragraph A or paragraph B of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

D. Any indemnification under paragraph A or paragraph B of this Article, unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph A or paragraph B of this Article. Such determination shall be made:

(1) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(2) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(3) By independent legal counsel:

(a) Selected by the board of directors as prescribed in paragraph (1) or the committee prescribed in paragraph (2); or

(b) If a quorum of the directors cannot be obtained for paragraph (1) and the committee cannot be designated under paragraph (2), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(c) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

E. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph D(3)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

F. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking, by or on behalf of such director or officer, to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions as the board of directors deems appropriate.

G. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the corporation may make any other or further indemnification or advancement of expenses of any director, officer, employee or agent, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(2) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(3) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or

(4) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

H. Indemnification and advancement of expenses as provided in this section shall continue, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

I. Unless the corporation's articles of incorporation provide otherwise, notwithstanding the failure of a corporation to provide indemnification, and despite any contrary determination of the board or of the shareholders in the specific case, a director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

(1) The director, officer, employee, or agent is entitled to mandatory indemnification under paragraph C, in which case the court shall also order the corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;

(2) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the corporation of its power pursuant to paragraph G or

(3) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in paragraphs A, B or G.

J. For purposes of this section, the term "corporation" includes, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director, officer, employee, or agent of a constituent corporation, or is or was serving at the request of a constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, is in the same position under this Article with respect to the resulting or surviving corporation as he or she would have been with respect to such constituent corporation if its separate existence had continued.

K. For purposes of this section:

(1) The term "other enterprises" includes employee benefit plans;

(2) The term "expenses" includes counsel fees, including those for appeal;



(3) The term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;

(4) The term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;

(5) The term "agent" includes a volunteer;

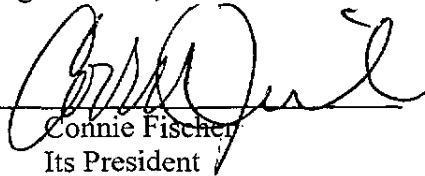
(6) The term "serving at the request of the corporation" includes any service as a director, officer, employee, or agent of the corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and

(7) The term "not opposed to the best interest of the corporation" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the participants and beneficiaries of an employee benefit plan.

L. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.

Date of this document: 10/05, 2004

Cottage Colours, Inc.

By   
Connie Fischer  
Its President

The date of each amendment(s) adoption: October 5, 2004

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

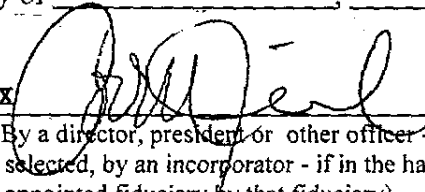
Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) ~~was~~/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders <sup>was</sup>~~was/were~~ sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12 day of November, 2004.

Signature   Connie Fischer, President  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Connie Fischer  
(Typed or printed name of person signing)

President  
(Title of person signing)

**FILING FEE: \$35**