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TALLAHASSEE, FLORIDA

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January 4, 2005

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Amendment for:

Colby's Micanopy Management Company, Inc.

Dear Sir or Madam:

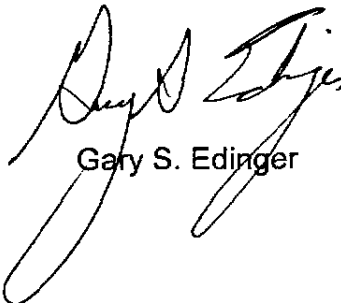
Please find enclosed an original and one copy of the Articles of Amendment for the above-referenced corporation. The Articles amend the authorized stock of each corporation. Also enclosed is my check in the amount of \$87.50, representing payment of the following items:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
	<hr/>
TOTAL	\$87.50

Please file each of the enclosed Articles of Amendment and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,



Gary S. Edinger

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Enclosures

**FIRST ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
COLBY'S MICANOPY MANAGEMENT COMPANY, INC.**

These First Articles of Amendment to the Articles of Incorporation of COLBY'S MICANOPY MANAGEMENT COMPANY, INC. were adopted by the Board of Directors and Shareholders of the Corporation on December 24, 2004, at a duly constituted special meeting of the said Directors and Shareholders. Accordingly, the Board of Directors and Shareholders do hereby amend, by unanimous vote (which vote is sufficient to approve an amendment), the Articles of Incorporation of COLBY'S MICANOPY MANAGEMENT COMPANY, INC., as more fully set forth hereinbelow, which Amendment shall become effective as of January, 1, 2005.

ARTICLE I

2. Article IV of the Articles of Incorporation of COLBY'S MICANOPY MANAGEMENT COMPANY, INC. is amended to read as follows:

"Capital Stock. The corporation is authorized to issue 1,000 shares of Class A common stock and 1,000 shares of Class B common stock. All stock shall have a par value of one mil (\$.001) per share. The Class B shares shall be the same as the Class A shares in all respects except that the Class A shares shall be voting shares and the Class B shares shall be nonvoting shares."

ARTICLE II

The existing issued stock shall be redeemed for Class B non-voting stock.

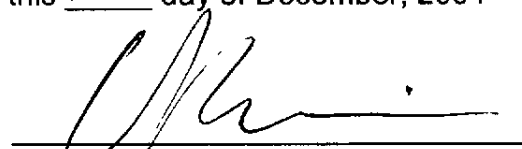
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Shares of Class A voting stock shall be issued upon the affirmative vote of two-thirds (2/3) of the Board of Directors.

APPROVED by the Shareholder and Director and certified by the President and Secretary of the Corporation this 24th day of December, 2004


ASHER G. "JERRY" SULLIVAN, JR.
Director


ASHER G. "JERRY" SULLIVAN, JR.
As Trustee of the
ASHER G. "JERRY" SULLIVAN, JR.
REVOCABLE MASTER TRUST
Shareholder


ASHER G. "JERRY" SULLIVAN, JR.
President

CERTIFIED:


ASHER G. "JERRY" SULLIVAN, JR.
Secretary

STATE OF FLORIDA
COUNTY OF ALACHUA

SWORN TO and subscribed before me by ASHER G. "JERRY" SULLIVAN, JR., who is personally known to me and who did not take an oath this 24th day of December, 2004.

