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**KENNEDY & BARIS, L.L.P.**

ATTORNEYS AT LAW

SUITE P-15

4701 SANGAMORE ROAD

BETHESDA, MD 20816

(301) 229-3400

FAX: (301) 229-2443

**TEXAS OFFICE:**

SUITE 2550

112 EAST PECAN STREET

SAN ANTONIO, TX 78205

(210) 226-9500

FAX: (210) 226-0761

**WASHINGTON, DC OFFICE:**

SUITE 320

1225 NINETEENTH STREET, NW

WASHINGTON, DC 20036

(202) 835-0313

FAX: (202) 835-0319

October 14, 2005

**VIA FEDERAL EXPRESS**

Florida Department of State

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

RE: Florida One Holdings, Inc. - Articles of Amendment

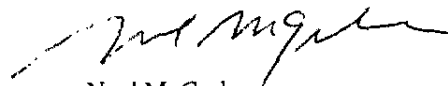
Ladies and Gentlemen:

On behalf of Florida One Holdings, Inc., a Florida corporation (the "Company"), we hereby enclose for filing Articles of Amendment to the Articles of Incorporation of the Company, and one copy of said articles.

Also enclosed is a check, payable to the Florida Department of State, in the amount of forty three dollars and seventy five cents (\$43.75) in payment of the fee for this filing and the cost of one certified copy of this filing.

Please send evidence of the acceptance of this filing to the attention of the undersigned as soon as it is available. If you have any questions regarding this filing, please contact the undersigned at 301.229.3400, extension 18. Thank you for your prompt attention to this matter.

Very truly yours,



Noel M. Gruber

Enclosures

NMG/hs

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FLORIDA ONE HOLDINGS, INC.

The undersigned duly appointed and currently serving officers of Florida One Holdings, Inc., a corporation organized under the laws of the State of Florida (the "Company"), do hereby certify that the Board of Directors of the Company approved and recommended to the sole shareholder of the Company an amendment to the Articles of Incorporation of the Company as set forth herein, and that thereafter, by action in writing in lieu of a meeting in accordance with the provisions of Sections 607.0704 and 607.1003 of Florida Statutes, the sole holder of all of the votes entitled to be cast by each voting group entitled to vote, on August 26, 2005, adopted and approved a resolution amending the Articles of Incorporation of the Company as follows:

1. Paragraph (a) of Article IV of the of the Articles of Incorporation is amended and restated to read in its entirety as follows:

"(a) The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be twelve million (12,000,000) shares, all of which consists of common stock, par value \$.01 per share, six million (6,000,000) shares of which shall be voting common stock, par value \$.01 per share, and six million (6,000,000) of which shall be nonvoting common stock, par value \$.01 per share. Each share of voting common stock shall have one vote per share in respect of all matters submitted to the vote of shareholders, including the election of directors. The holders of the voting common stock of the corporation shall not have the right to cumulate votes in the election of directors. Except as may be expressly required by the laws of general applicability of the State of Florida, the holders of the nonvoting common stock shall not be entitled to vote on any matter submitted for the vote of stockholders, including but not limited to the election of directors. Except as expressly set forth herein with respect to voting, the shares of common stock which the corporation shall have authority to issue shall be identical, and shall have equal rights and privileges."

2. Paragraph (a) of Article VII of the of the Articles of Incorporation is amended and restated to read in its entirety as follows:

"(a) The number of directors constituting the entire board shall be not less than four (4) nor more than fifteen (15), the exact number of which as may be fixed from time to time by a vote of a majority of the directors then in office, provided that the number of directors shall not be reduced so as to shorten the term of any director then in office, and further provided that the number of directors shall be four (4) until otherwise fixed by a majority of the board of directors."

3. Except as expressly set forth herein, the provisions of the Articles of Incorporation shall be unchanged, and shall remain in full force and effect.

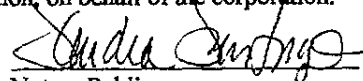
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have set his hand duly authorized, as of this day 26<sup>th</sup> of August 2005.

  
Javier Holtz, Chairman and President

State of Florida  
County of Miami-Dade

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October, 2005 by Javier Holtz, Chairman and President of Florida One Holdings, Inc., a Florida corporation, on behalf of the corporation.

  
Notary Public  
State of Florida at Large

My Commission Expires:



**Sandra Santiago**  
**My Comm. Exp. 11-5-08**  
**No. DD 367349**  
**( ) Personally Known ( ) Other I.D.**  
**Bonded By CNA Surety**

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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