

P05000102-890

Florida Department of State
Division of Corporations
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Division of Corporations
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BASIC AMENDMENT

BANYAN BROTHERS, INC.

Certificate of Status	0
Certified Copy	1
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Amendment
12/27/05
DC

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Articles of Amendment
to
Articles of Incorporation
of

BANYAN BROTHERS, INC

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

P05000102890

(Document number of corporation (if known))

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):

N/A

(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 V of the Articles of Incorporation of Banyan Brothers, Inc. shall be amended in its entirety to read

as set forth on Exhibit A attached hereto and incorporated herein by this reference.

(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)

See Exhibit B attached hereto and incorporated herein by this reference.

(continued)

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The date of each amendment(s) adoption: DECEMBER 18, 2005

Effective date if applicable: UPON FILING
(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 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):*

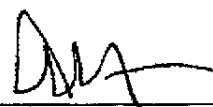
"The number of votes cast for the amendment(s) was/were sufficient for approval by

(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.

Signature


(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)

CHRISTOPHER P. JANSON

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

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EXHIBIT A

The aggregate number, class, and par value of shares which the corporation shall have authority to issue shall be as follows: Ten (10) shares of Class A Voting Common Stock, par value \$.01 per share, and Nine Thousand Nine Hundred Ninety (9,990) shares of Class B Non-Voting Common Stock, par value \$.01 per share.

The preferences, qualifications, limitations, restrictions and special or relative rights, including convertible rights, if any, of the Class A Voting Common Stock and the Class B Non-Voting Common Stock are identical in all respects, except that, except as otherwise required by law, the voting power is vested exclusively in the holders of the Class A Voting Common Stock, and the holders of the Class B Non-Voting Common Stock shall not have any voting power. In all matters in which they have the right to vote, the holders of the Class A Voting Common Stock have one vote per share and the holders of the Class B Non-Voting Common Stock have one vote per share.

The preemptive right of shareholders to acquire additional shares of the common stock of the corporation is hereby denied.

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EXHIBIT B

Upon the effectiveness of the filing of the Amendment of Articles of Incorporation, the issued and outstanding shares of Common Stock of the corporation, each having a par value of \$.01 per share, shall be surrendered by the holder thereof and canceled by the corporation. For each share of Common Stock, \$.01 par value, surrendered and cancelled, One One-Thousandths (.001) of a share of Voting Common Stock, \$.01 par value, shall be issued to the holder and Nine Hundred Ninety Nine One-Thousandths (.999) of a share of Non-Voting Common Stock, \$.01 par value, shall be issued to the holder, such that after the exchange, the corporation will have Ten (10) shares of Voting Common Stock, \$.01 par value, and Nine Thousand Nine Hundred Ninety (9,990) shares of Non-Voting Common Stock, \$.01 par value, issued and outstanding.

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