

Oct. 26, 2006 3:03PM

Milam Howard et al.

No. 0432

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**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
PETERBROOKE FRANCHISING, INC.**

Peterbrooke Franchising, Inc., a Florida corporation (the "Corporation") organized existing under the Florida Business Corporations Act Chapter 607, Florida Statutes (2005 amended ("FBCA"), hereby certifies as follows:

1. On September 16, 2005, Articles of Incorporation for the Corporation were originally filed with the Secretary of State of the State of Florida.

2. The Articles of Incorporation of the Corporation are hereby amended to read as provided below.

3. The Articles of Incorporation of the Corporation authorize the issuance of 5,000 shares of common stock, par value \$1.00 per share of which 2,500 shares are designated as Class A Voting Common Stock and 2,500 shares are designated as Class B Non-voting Common Stock.

4. The Board of Directors of the Corporation, pursuant to the authority expressly vested in it pursuant to the Articles of Incorporation, adopted a resolution to increase the number of authorized shares available to the Corporation for issuance.

Pursuant to the FBCA the following is adopted as Amendment No. 1 to the Articles of Incorporation of the Corporation:

Article X of the Articles of Incorporation of the Corporation is deleted in its entirety.

Article VI of the Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

**ARTICLE VI
AUTHORIZED SHARES**

1. Authorized Capital. The Corporation shall have authority to issue 1,000,000 shares of capital stock of which 500,000 shares shall be voting common stock, par value \$1.00 per share ("Class A Voting Common Stock"), and 500,000 shares shall be non-voting common stock, par value \$1.00 per share ("Class B Non-voting Common Stock" and with the Class A Voting Common Stock, the "Common Stock"), with the rights and preferences provided herein.

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2. Class A Voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Class A Voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Class A Voting Common Stock and Class B Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Class A Voting Common Stock and the Class B Non-voting Common Stock are expressly made pari passu to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the shares of Class A Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Class B Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock.

(c) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Class A Voting Common Stock shall be entitled to one vote per share.

(d) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Class A Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Class A Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock.

(e) Conversion. The holders of shares of Class A Voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(f) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph 2(f).

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3. Class B Non-voting Common Stock.

(a) Identical Rights. Except as otherwise provided herein, all shares of Class B Non-voting Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

(b) Relative Rights of Class A Voting Common Stock and Class B Non-voting Common Stock. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions, of the Class A Voting Common Stock and the Class B Non-voting Common Stock are expressly made pari passu to each other except with respect to voting rights in which case on all matters submitted to the Corporation's stockholders (i) the holders of the Class A Voting Common Stock shall have the voting rights established herein and (ii) the holders of the Class B Non-voting Common Stock shall not have any voting rights, except as otherwise required by law, that may be fixed with respect to any shares of Common Stock.

(c) Voting Rights. Except as otherwise required by law or as otherwise provided herein, on all matters submitted to the Corporation's stockholders generally, the holders of Class B Non-voting Common Stock shall not be entitled to vote.

(d) Dividends. When and as dividends or other distributions are declared, whether payable in cash, in property or in securities of the Corporation, the holders of shares of Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions, provided that if dividends or other distributions are declared which are payable in shares of Class A Voting Common Stock, such dividends or other distributions shall be declared payable at the same rate for all holders of Common Stock.

(e) Conversion. The holders of shares of Class B Non-voting Common Stock shall not have any rights to convert such shares into shares of any other class or series of capital stock of the Corporation.

(f) Liquidation Rights. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, subject to the prior payment in full of all liabilities of the Corporation, the holders of shares of Common Stock shall be entitled to share, equally and ratably among all holders of Common Stock, in all remaining assets after payment of such liabilities and preferences. Neither the sale of all or substantially all the property or business of the Corporation, nor the merger or consolidation of the Corporation into or with any other corporation or the merger or consolidation of any other corporation into or with the Corporation, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purpose of this paragraph 2(f).

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IN WITNESS WHEREOF, this Amendment No. 1 to Articles of Incorporation of Peterbrooke Franchising, Inc. have been duly adopted by the Board of Directors of this corporation and have been duly executed as the act and deed of this corporation by its Secretary thereunto duly authorized this 16th day of October, 2006.

PETERBROOKE FRANCHISING, INC.

By: Harry L. Geiger
Name: Harry L. Geiger
Title: Corporate Secretary

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