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CENTRAL CREDIT HOLDINGS, INC.**

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SECRETARY OF STATE  
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
CENTRAL CREDIT HOLDINGS, INC.**

The undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is CENTRAL CREDIT HOLDINGS, INC. (the "Corporation").

2. The Corporation's Articles of Incorporation are hereby amended by inserting the following new Article III(A):

"A: There is hereby created a series of Preferred Stock, \$1,000 liquidation preference per share, of the Corporation, and the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued Preferred Shares of the Corporation a series of Preferred Shares designated as the "Preferred Shares, Series A" (the "Series A Preferred Shares"). The authorized number of Series A Preferred Shares shall be 7,000.

Part 2. Standard Provisions. The Standard Provisions contained in Annex A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Article III(A) to the same extent as if such provisions had been set forth in full herein."

3. The Corporation's Articles of Incorporation are hereby amended by inserting the following new Article III(B):

"B: There is hereby created a series of Preferred Stock, \$1,000 liquidation preference per share, of the Corporation, and the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued Preferred Shares of the Corporation a series of Preferred

Shares designated as the "Preferred Shares, Series B" (the "Series B Preferred Shares"). The authorized number of Series B Preferred Shares shall be 985.

Part 2. Standard Provisions. The Standard Provisions contained in Annex B attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Article III(B) to the same extent as if such provisions had been set forth in full herein."

4. The foregoing amendments were duly adopted on the 1<sup>st</sup> day of July, 2012, by the Board of Directors of the Corporation without shareholder action, which was not required because the Corporation's Articles of Incorporation provide that the Board of Directors may determine the preferences, limitations and relative rights of a series of shares of the corporation's preferred stock in accordance with Section 607.0602 of the Florida Statutes.

5. These Articles of Amendment shall be effective upon filing.

This the 1<sup>st</sup> day of July, 2012.

CENTRAL CREDIT HOLDINGS, INC.

By:



James J. Bequeston  
President and Chief Executive Officer

## Annex A

### Section 1. Designation of Series and Number of Shares.

(a) The authorized number of Series A Preferred Shares may be decreased (but not below the number of Series A Preferred Shares then issued and outstanding) from time to time by the Board of Directors. Outstanding Series A Preferred Shares that are purchased or otherwise acquired by the Corporation shall be cancelled and, if the Board of Directors so expressly provides by resolution, shall revert to authorized but unissued shares of the Corporation undesignated as to series.

(b) The number of Series A Preferred Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by a further resolution of the Board of Directors in accordance with applicable law, the Articles of Incorporation, and subject to the consent of the holders of three-fourths of the outstanding Series A Preferred Shares. In case the authorized number of Series A Preferred Shares shall be so decreased, any excess shares shall revert to authorized but unissued shares of the Corporation undesignated as to series.

Section 2. Ranking. The Series A Preferred Shares will rank, with respect to the payment of dividends and distributions and upon liquidation, dissolution or winding-up, (1) on a parity with each class or series of capital stock the Corporation may issue in the future the terms of which expressly provide that such class or series will rank on a parity with the Series A Preferred Shares as to dividend rights and rights on liquidation, winding up or dissolution of the Corporation (collectively, the "*Parity Securities*"), and (2) senior to Common Shares and each other class or series of capital stock, not referred to in clauses (1) or (2) above, that the Corporation may issue (subject to Section 8) in the future the terms of which do not expressly provide that it ranks on a parity with or senior to the Series A Preferred Shares as to dividend rights and rights on liquidation, winding-up or dissolution of the Corporation (the "*Junior Securities*").

### Section 3. Definitions. As used herein with respect to the Series A Preferred Shares:

(a) "*Articles of Incorporation*" shall mean the articles of incorporation of the Corporation, as they may be amended from time to time, and shall include this Article III(A).

(b) "*Board of Directors*" means the board of directors of the Corporation or any committee thereof duly authorized to act on behalf of such board of directors.

(c) "*Business Day*" means any day that is not Saturday or Sunday and that, in Florida, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(d) "*Bylaws*" means the Bylaws of the Corporation, as may be amended from time to time.

(e) "*Common Shares*" means the common stock, par value, \$.01 per share, of the Corporation.

- (f) *"Corporation"* means Central Credit Holdings, Inc., a Florida corporation.
- (g) *"Dividend Payment Date"* has the meaning set forth in Section 4(b).
- (h) *"Dividend Period"* has the meaning set forth in Section 4(b).
- (i) *"First Period End Date"* has the meaning set forth in Section 4(b).
- (j) *"Holder"* means the Person in whose name the Series A Preferred Shares are registered, which may be treated by the Corporation, as the absolute owner of the Series A Preferred Shares for the purpose of making payment and settling the related conversions and for all other purposes.
- (k) *"Issue Date"* means the date on which Series A Preferred Shares are first issued.
- (l) *"Junior Securities"* has the meaning set forth in Section 2.
- (m) *"Liquidation Preference"* means, as to the Series A Preferred Shares, \$1,000.00 per share.
- (n) *"Officer"* means the President, the Chief Executive Officer, the Chief Operating Officer, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Chief Financial Officer, the Treasurer or the Secretary of the Corporation.
- (o) *"Parity Securities"* has the meaning set forth in Section 2.
- (p) *"Person"* means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company or trust.
- (q) *"Record Date"* has the meaning set forth in Section 4(b).
- (r) *"Reorganization Event"* has the meaning set forth in Section 9(a)(iv).
- (s) *"Transfer Agent"* means the Company.

Section 4. Dividends.

(a) From and after the Issue Date, Holders shall be entitled to receive, when, as and if authorized and declared by the Board of Directors, out of legally available funds and subject to compliance with any and all covenants and other obligations under the Corporation's agreements with its senior lender(s), on a cumulative basis in arrears, cash dividends in the amount determined as set forth in Section 4(c), and no more.

(b) Subject to Section 4(a), dividends shall be declared quarterly and payable in monthly installments commencing on the First Period End Date and each month thereafter (each, a *"Dividend Payment Date"*). Each dividend will be payable to Holders of record as they

appear in the stock register of the Corporation at the close of business on the first day of the month, whether or not a Business Day, in which the relevant Dividend Payment Date occurs (each, a "Record Date"). Each period from and including a Dividend Payment Date to but excluding the following Dividend Payment Date is herein referred to as a "Dividend Period" (other than the initial Dividend Period, which shall commence on and include the Issue Date).

(c) Dividends shall be authorized and declared by the Board of Directors, and will be payable out of assets legally available therefor, for each outstanding Series A Preferred Share, at the following rate: 57.15 per annum for any Dividend Period. Dividends payable for a Dividend Period will be computed by the Company as simple interest upon the Liquidation Preference on the basis of a 360-day year of twelve 30-day months and the actual number of days elapsed in such Dividend Period. If a scheduled Dividend Payment Date falls on a day that is not a Business Day, the dividend will be paid on the next Business Day as if it were paid on the scheduled Dividend Payment Date, and no interest or other amount will accrue on the dividend so payable for the period from and after that Dividend Payment Date to the date the dividend is paid. Except as provided in Section 4(d), no interest or sum of money in lieu of interest will be paid on any dividend payment on Series A Preferred Shares paid later than the scheduled Dividend Payment Date.

(d) Dividends on the Series A Preferred Shares are cumulative. If the Board of Directors does not authorize, declare and pay a dividend on the Series A Preferred Shares for a Dividend Period or if the Board of Directors authorizes, declares or pays less than a full dividend in respect of any Dividend Period, such dividends will accrue and cumulate from such scheduled Dividend Payment Date, shall compound on each subsequent Dividend Payment Date and shall be payable monthly in arrears on each subsequent Dividend Payment Date, whether or not the Corporation declares subsequent dividends on the Series A Preferred Stock.

(e) So long as any Series A Preferred Share remains outstanding, (1) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared and made or set aside for payment on any Junior Securities and (2) no shares of Junior Securities shall be purchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly, unless, in each case, the full dividends for each Dividend Period on all outstanding Series A Preferred Shares and Parity Securities have been paid or declared and a sum sufficient for the payment thereof has been set aside.

Subject to the succeeding sentence, for so long as any Series A Preferred Shares remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Securities for any period unless full dividends on all outstanding Series A Preferred Shares for each Dividend Period has been paid in full or declared and a sum sufficient for the payment thereof set aside for all outstanding Series A Preferred Shares. To the extent the Corporation declares dividends on the Series A Preferred Shares and on any Parity Securities but does not make full payment of such declared dividends, the Corporation shall allocate the dividend payments first to the holders of the Series A Preferred Shares and second to the holders of any Parity Securities then outstanding.

The Corporation is not obligated to pay Holders of the Series A Preferred Shares any dividend in excess of the dividends on the Series A Preferred Shares that are payable as

described herein. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors, and subject to the approval of the holders of three-fourths of the outstanding Series A Preferred Shares, may be declared and paid on any Junior Securities from time to time out of any assets legally available therefor, and the Series A Preferred Shares shall not be entitled to participate in any such dividend.

**Section 5. Liquidation.**

(a) In the event the Corporation voluntarily or involuntarily liquidates, dissolves or winds up, the Holders at the time shall be entitled to receive liquidating distributions in an amount equal to \$1,000.00 per Series A Preferred Share, plus, subject to Section 4 an amount equal to (i) any accrued and unpaid dividends (regardless of whether any dividends are actually declared) and (ii) any authorized and declared but unpaid dividends thereon, to and including the date of such liquidation out of assets legally available for distribution to the Corporation's stockholders, before any distribution of assets is made to the holders of the Common Shares or any other Junior Securities. After payment of the full amount of such liquidating distributions, the Holders will only be entitled to any further participation in any distribution of assets by, and shall have no right or claim to any remaining assets of, the Corporation except that once the Common Shares have received an aggregate distribution of \$7,000,000, the Series A Preferred Shares and the Common Shares shall share equally in any further distributions.

(b) In the event the assets of the Corporation available for distribution to stockholders upon any liquidation, dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full the amounts payable with respect to all outstanding Series A Preferred Shares and the corresponding amounts payable on any Parity Securities, Holders and the holders of such Parity Securities shall share ratably in any distribution of assets of the Corporation in proportion to the full respective liquidating distributions to which they would otherwise be respectively entitled.

(c) Except as provided for in Section 9, the Corporation's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Corporation, or the sale of all or substantially all of the Corporation's property or business will not constitute its liquidation, dissolution or winding up.

**Section 6. Perpetual; No Maturity.** The Series A Preferred Shares shall be perpetual and shall be without maturity.

**Section 7. Non-Redeemable.** The Series A Preferred Shares shall not be redeemable either at the Corporation's option or at the option of Holders at any time. The Series A Preferred Shares shall not be subject to any sinking fund or other obligation to redeem, repurchase or retire the Series A Preferred Shares.

**Section 8. Voting Rights.** The holders of Series A Preferred Shares shall not have any voting rights except as may be set forth in these Articles of Amendment, as set forth in this Section 8 or as otherwise from time to time required by law.

(a) Voting Rights. So long as any Series A Preferred Shares are outstanding, in addition to any other vote or consent of stockholders required by law or by the Articles of Incorporation, the vote or consent of the holders of at least three-fourths of the outstanding Series A Preferred Shares (subject to the last paragraph of this Section 8(a)) at the time outstanding and entitled to vote thereon, voting together as a single class, given in person or by proxy in writing shall be necessary for effecting or validating:

(i) Authorization of Stock. Any amendment or alteration of the Articles of Incorporation or this Article III(A) (including by means of a merger, consolidation, or otherwise) to authorize or create, or increase the authorized amount of, any shares of any specific class or series of capital stock of the Corporation; or

(ii) Amendment of Provisions Affecting Series A Preferred Shares. Any amendment, alteration or repeal of any provision of the Articles of Incorporation or this Article III(A) (including by means of a merger, consolidation, or otherwise). Notwithstanding the foregoing, to the extent that such amendment, alteration or repeal of any provision of the Articles of Incorporation or this Article III(A) adversely affect the special rights, preferences, privileges or voting powers of the Series A Preferred Shares, any such amendment, alteration or repeal is required to be approved unanimously by the holders of the outstanding Series A Preferred Shares.

(b) Change for Clarification. Without the consent of the holders of the Series A Preferred Shares, so long as such action does not adversely affect the special rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series A Preferred Shares, the Corporation may amend, alter, supplement or repeal any terms of the Series A Preferred Shares:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in this Article III(A) that may be ambiguous, defective or inconsistent; or

(ii) to make any provision with respect to matters or questions relating to the Series A Preferred Shares that is not inconsistent with the provisions of this Article III(A).

(c) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Series A Preferred Shares (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or a duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Articles of Incorporation, the By-Laws and applicable law; provided, however, that in any instance where the vote, consent or approval of the holders of the Series A Preferred Shares is required, such vote, consent or approval must be made by written consent of the holders of the requisite amount of Series A Preferred Shares.

Section 9. Reorganization Events.

(a) Any of the following events specified below in clauses (i) through (vii) shall be a "Reorganization Event":

(i) any consolidation or merger of the Corporation with or into another Person, in each case pursuant to which the Common Shares will be converted into cash, securities or other property of the Corporation or another Person;

(ii) any sale, transfer, lease or conveyance to another Person of all or substantially all of the property and assets of the Corporation, in each case pursuant to which the Common Shares will be converted into cash, securities or other property of the Corporation or another Person;

(iii) any reclassification of the Common Shares into securities including securities other than the Common Shares;

(iv) any statutory exchange of the outstanding Common Shares for securities of another Person (other than in connection with a merger or acquisition);

(v) any event that has the result of entitling holders of Common Shares to receive liquidating distributions in accordance with Section 5 as if such Reorganization Event were a liquidation of the Corporation;

(vi) any increase in the overall compensation or benefits paid to or received by James J. Eccleston ("Mr. Eccleston") from the Company; or

(vii) the sale or transfer of greater than five percent (5%) of the Common Shares owned by Mr. Eccleston (other than for estate planning purposes).

(b) The Corporation shall not enter into any agreement for a transaction constituting a Reorganization Event unless the vote or consent of the holders of at least three-fourths of the outstanding Series A Preferred Shares at the time outstanding and entitled to vote thereon, voting together as a single class, given in person or by proxy in writing.

Section 10. Board of Directors Seat. So long as any Series A Preferred Shares remain outstanding, the Holders of the Series A Preferred Shares shall be entitled to elect one (1) director to the Board of Directors (the "Series A Director"). The initial Series A Director shall be Kathy Durante. The Holders of the Series A Preferred Shares may remove the Series A Director by a vote or consent of the holders of at least three-fourths of the outstanding Series A Preferred Shares. Upon the death, resignation or removal (pursuant to this Section 10) of the Series A Director, the Holders of the Series A Preferred Shares shall elect a successor Series A Director by the vote or consent of the holders of at least three-fourths of the Holders of the Series A Preferred Shares.

Section 11. Miscellaneous. All notices referred to herein shall be in writing, and, unless otherwise specified herein, all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three Business Days after the mailing thereof if sent by registered

or certified mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Article III(A)) with postage prepaid, addressed: (i) if to the Corporation, to the principal executive office of the Corporation or to the Transfer Agent at its principal office in the United States of America, or other agent of the Corporation designated as permitted by this Article III(A), or (ii) if to any Holder or holder of Common Shares, as the case may be, to such Holder at the address of such Holder as listed in the stock record books of the Corporation (which may include the records of any transfer agent for the Series A Preferred Shares or the Common Shares, as the case may be), or (iii) to such other address as the Corporation or any such Holder, as the case may be, shall have designated by notice similarly given.

**Annex B****Section 1. Designation of Series and Number of Shares.**

(a) The authorized number of Series B Preferred Shares may be decreased (but not below the number of Series B Preferred Shares then issued and outstanding) from time to time by the Board of Directors. Outstanding Series B Preferred Shares that are purchased or otherwise acquired by the Corporation shall be cancelled and, if the Board of Directors so expressly provides by resolution, shall revert to authorized but unissued shares of the Corporation undesignated as to series.

(b) The number of Series B Preferred Shares may be increased or decreased (but not below the number of shares thereof then outstanding) by a further resolution of the Board of Directors in accordance with applicable law, the Articles of Incorporation, and subject to the consent of the holders of three-fourths of the outstanding Series A Preferred Shares. In case the authorized number of Series B Preferred Shares shall be so decreased, any excess shares shall revert to authorized but unissued shares of the Corporation undesignated as to series.

**Section 2. Ranking.** The Series B Preferred Shares will rank, with respect to the payment of dividends and distributions and upon liquidation, dissolution or winding-up, (1) junior to the Series A Preferred Shares, (2) on a parity with each class or series of capital stock the Corporation may issue in the future the terms of which expressly provide that such class or series will rank on a parity with the Series B Preferred Shares as to dividend rights and rights on liquidation, winding up or dissolution of the Corporation (collectively, the "*Parity Securities*"), and (3) senior to Common Shares and each other class or series of capital stock, not referred to in clauses (1), (2) or (3) above, that the Corporation may issue (subject to Section 8) in the future the terms of which do not expressly provide that it ranks on a parity with or senior to the Series B Preferred Shares as to dividend rights and rights on liquidation, winding-up or dissolution of the Corporation (the "*Junior Securities*").

**Section 3. Definitions.** As used herein with respect to the Series B Preferred Shares:

(a) "*Articles of Incorporation*" shall mean the articles of incorporation of the Corporation, as they may be amended from time to time, and shall include this Article III(B).

(b) "*Board of Directors*" means the board of directors of the Corporation or any committee thereof duly authorized to act on behalf of such board of directors.

(c) "*Business Day*" means any day that is not Saturday or Sunday and that, in Florida, is not a day on which banking institutions generally are authorized or obligated by law or executive order to be closed.

(d) "*Bylaws*" means the Bylaws of the Corporation, as may be amended from time to time.

(e) "*Common Shares*" means the common stock, par value, \$.01 per share, of the Corporation.

- (f) "Corporation" means Central Credit Holdings, Inc., a Florida corporation.
- (g) "Dividend Payment Date" has the meaning set forth in Section 4(b).
- (h) "Dividend Period" has the meaning set forth in Section 4(b).
- (i) "First Period End Date" has the meaning set forth in Section 4(b).
- (j) "Holder" means the Person in whose name the Series B Preferred Shares are registered, which may be treated by the Corporation, as the absolute owner of the Series B Preferred Shares for the purpose of making payment and settling the related conversions and for all other purposes.
- (k) "Issue Date" means the date on which Series B Preferred Shares are first issued.
- (l) "Junior Securities" has the meaning set forth in Section 2.
- (m) "Liquidation Preference" means, as to the Series B Preferred Shares, \$1,000.00 per share.
- (n) "Officer" means the President, the Chief Executive Officer, the Chief Operating Officer, any Senior Executive Vice President, any Executive Vice President, any Senior Vice President, the Chief Financial Officer, the Treasurer or the Secretary of the Corporation.
- (o) "Parity Securities" has the meaning set forth in Section 2.
- (p) "Person" means a legal person, including any individual, corporation, estate, partnership, joint venture, association, joint-stock company, limited liability company or trust.
- (q) "Record Date" has the meaning set forth in Section 4(b).
- (r) "Reorganization Event" has the meaning set forth in Section 9(a)(iv).
- (s) "Transfer Agent" means the Company.

Section 4. Dividends.

(a) From and after the Issue Date, Holders shall be entitled to receive, when, as and if authorized and declared by the Board of Directors, out of legally available funds and subject to compliance with any and all covenants and other obligations under the Corporation's agreements with its senior lender(s), on a cumulative basis in arrears, cash dividends in the amount determined as set forth in Section 4(c), and no more.

(b) Subject to Section 4(a), dividends shall be payable in quarterly installments commencing on the First Period End Date and each three (3) months thereafter (each, a "Dividend Payment Date"). Each dividend will be payable to Holders of record as they

appear in the stock register of the Corporation at the close of business on the first day of the month, whether or not a Business Day, in which the relevant Dividend Payment Date occurs (each, a "Record Date"). Each period from and including a Dividend Payment Date to but excluding the following Dividend Payment Date is herein referred to as a "Dividend Period" (other than the initial Dividend Period, which shall commence on and include the Issue Date.

(c) Dividends, if, when and as authorized and declared by the Board of Directors, will be payable, for each outstanding Series B Preferred Share, at the following rate: 57.15 per annum for any Dividend Period. Dividends payable for a Dividend Period will be computed by the Company as simple interest upon the Liquidation Preference on the basis of a 360-day year of twelve 30-day months and the actual number of days elapsed in such Dividend Period. If a scheduled Dividend Payment Date falls on a day that is not a Business Day, the dividend will be paid on the next Business Day as if it were paid on the scheduled Dividend Payment Date, and no interest or other amount will accrue on the dividend so payable for the period from and after that Dividend Payment Date to the date the dividend is paid. Except as provided in Section 4(d), no interest or sum of money in lieu of interest will be paid on any dividend payment on Series B Preferred Shares paid later than the scheduled Dividend Payment Date.

(d) Dividends on the Series B Preferred Shares are cumulative. If the Board of Directors does not authorize, declare and pay a dividend on the Series B Preferred Shares for a Dividend Period or if the Board of Directors authorizes, declares or pays less than a full dividend in respect of any Dividend Period, such dividends will accrue and cumulate from such scheduled Dividend Payment Date, shall compound on each subsequent Dividend Payment Date and shall be payable quarterly in arrears on each subsequent Dividend Payment Date, whether or not the Corporation declares subsequent dividends on the Series B Preferred Stock.

(e) So long as any Series B Preferred Share remains outstanding, (1) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared and made or set aside for payment on any Junior Securities (other than a dividend payable solely in shares of Junior Securities) and (2) no shares of Junior Securities shall be purchased, redeemed or otherwise acquired for consideration by the Corporation, directly or indirectly, unless, in each case, the full dividends for each Dividend Period on all outstanding Series B Preferred Shares and Parity Securities have been paid or declared and a sum sufficient for the payment thereof has been set aside.

Subject to the succeeding sentence, for so long as any Series B Preferred Shares remain outstanding, no dividends shall be declared or paid or set aside for payment on any Parity Securities for any period unless full dividends on all outstanding Series B Preferred Shares for each Dividend Period has been paid in full or declared and a sum sufficient for the payment thereof set aside for all outstanding Series B Preferred Shares. To the extent the Corporation declares dividends on the Series B Preferred Shares and on any Parity Securities but does not make full payment of such declared dividends, the Corporation shall allocate the dividend payments on a pro rata basis among the holders of the Series B Preferred Shares and the holders of any Parity Securities then outstanding. For purposes of calculating the pro rata allocation of partial dividend payments, the Corporation shall allocate those payments so that the respective

amounts of those payments bear the same ratio to each other as all declared and unpaid dividends per share on the Series B Preferred Shares and all Parity Securities bear to each other.

The Corporation is not obligated to pay Holders of the Series B Preferred Shares any dividend in excess of the dividends on the Series B Preferred Shares that are payable as described herein. Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors or any duly authorized committee of the Board of Directors may be declared and paid on any Junior Securities from time to time out of any assets legally available therefor, and the Series B Preferred Shares shall not be entitled to participate in any such dividend.

**Section 5. Liquidation.**

(a) In the event the Corporation voluntarily or involuntarily liquidates, dissolves or winds up, the Holders at the time shall be entitled to receive liquidating distributions in an amount equal to \$1,000.00 per Series B Preferred Share, plus, subject to Section 4 an amount equal to (i) any accrued and unpaid dividends (regardless of whether any dividends are actually declared) and (ii) any authorized and declared but unpaid dividends thereon, to and including the date of such liquidation out of assets legally available for distribution to the Corporation's stockholders, before any distribution of assets is made to the holders of the Common Shares or any other Junior Securities. After payment of the full amount of such liquidating distributions, the Holders will not be entitled to any further participation in any distribution of assets by, and shall have no right or claim to any remaining assets of, the Corporation.

(b) In the event the assets of the Corporation available for distribution to stockholders upon any liquidation, dissolution or winding-up of the affairs of the Corporation, whether voluntary or involuntary, shall be insufficient to pay in full the amounts payable with respect to all outstanding Series B Preferred Shares and the corresponding amounts payable on any Parity Securities, Holders and the holders of such Parity Securities shall share ratably in any distribution of assets of the Corporation in proportion to the full respective liquidating distributions to which they would otherwise be respectively entitled.

(c) Except as provided for in Section 9, the Corporation's consolidation or merger with or into any other entity, the consolidation or merger of any other entity with or into the Corporation, or the sale of all or substantially all of the Corporation's property or business will not constitute its liquidation, dissolution or winding up.

**Section 6. Perpetual; No Maturity.** The Series B Preferred Shares shall be perpetual and shall be without maturity.

**Section 7. Non-Redeemable.** The Series B Preferred Shares shall not be redeemable either at the Corporation's option or at the option of Holders at any time. The Series B Preferred Shares shall not be subject to any sinking fund or other obligation to redeem, repurchase or retire the Series B Preferred Shares.

Section 8. Voting Rights. The holders of Series B Preferred Shares shall not have any voting rights except as set forth in this Section 8 or as otherwise from time to time required by law.

(a) Voting Rights. So long as any Series B Preferred Shares are outstanding, in addition to any other vote or consent of stockholders required by law or by the Articles of Incorporation, the vote or consent of the holders of at least two-thirds of the outstanding Series B Preferred Shares (subject to the last paragraph of this Section 8(a)) at the time outstanding and entitled to vote thereon, voting together as a single class, given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, shall be necessary for effecting or validating:

(i) Authorization of Senior Stock. Any amendment or alteration of the Articles of Incorporation or this Article III(B) (including by means of a merger, consolidation, or otherwise) to authorize or create, or increase the authorized amount of, any shares of any specific class or series of capital stock of the Corporation ranking senior to or on parity with the Series B Preferred Shares with respect to either or both the payment of dividends or the distribution of assets on any liquidation, dissolution or winding up of the Corporation; or

(ii) Amendment of Provisions Affecting Series B Preferred Shares. Any amendment, alteration or repeal of any provision of the Articles of Incorporation or this Article III(B) (including by means of a merger, consolidation, or otherwise). Notwithstanding the foregoing, to the extent that such amendment, alteration or repeal of any provision of the Articles of Incorporation or this Article III(B) materially and adversely affect the special rights, preferences, privileges or voting powers of the Series B Preferred Shares, any such amendment, alteration or repeal is required to be approved unanimously by the holders of the outstanding Series B Preferred Shares;

*provided, however*, that for all purposes of this Section 8(a), (1) any increase in the amount of the Corporation's authorized but unissued Preferred Shares, (2) any increase in the amount of the Corporation's authorized or issued Series B Preferred Shares, and (3) to the extent allowed by Florida law, the creation and issuance, or an increase in the authorized or issued amount, of other series of preferred shares of the Corporation ranking junior to the Series B Preferred Shares either or both with respect to the payment of dividends (whether such dividends are cumulative or non-cumulative) and/or the distribution of assets upon the liquidation, dissolution or winding up of the Corporation, will not be deemed to materially and adversely affect the special rights, preferences, privileges or voting powers of the Series B Preferred Shares.

(b) Change for Clarification. Without the consent of the holders of the Series B Preferred Shares, so long as such action does not adversely affect the special rights, preferences, privileges and voting powers, and limitations and restrictions thereof, of the Series B Preferred Shares, the Corporation may amend, alter, supplement or repeal any terms of the Series B Preferred Shares:

(i) to cure any ambiguity, or to cure, correct or supplement any provision contained in this Article III(B) that may be ambiguous, defective or inconsistent; or

(ii) to make any provision with respect to matters or questions relating to the Series B Preferred Shares that is not inconsistent with the provisions of this Article III(B).

(c) Procedures for Voting and Consents. The rules and procedures for calling and conducting any meeting of the holders of Series B Preferred Shares (including, without limitation, the fixing of a record date in connection therewith), the solicitation and use of proxies at such a meeting, the obtaining of written consents and any other aspect or matter with regard to such a meeting or such consents shall be governed by any rules the Board of Directors or a duly authorized committee of the Board of Directors, in its discretion, may adopt from time to time, which rules and procedures shall conform to the requirements of the Articles of Incorporation, the By-Laws and applicable law.

Section 9. Miscellaneous. All notices referred to herein shall be in writing, and, unless otherwise specified herein, all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three Business Days after the mailing thereof if sent by registered or certified mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Article III(B)) with postage prepaid, addressed: (i) if to the Corporation, to the principal executive office of the Corporation or to the Transfer Agent at its principal office in the United States of America, or other agent of the Corporation designated as permitted by this Article III(B), or (ii) if to any Holder or holder of Common Shares, as the case may be, to such Holder at the address of such Holder as listed in the stock record books of the Corporation (which may include the records of any transfer agent for the Series B Preferred Shares or the Common Shares, as the case may be), or (iii) to such other address as the Corporation or any such Holder, as the case may be, shall have designated by notice similarly given.