

Jan. 21. 2011 10:39AM

Shuffield Lowman

No. 00272

# P07000132552

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PIR HOLDINGS, INC.**

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**EXAMINER**

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
PIR HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The current name of the corporation is PIR HOLDINGS, INC.
2. The original Articles of Incorporation for the corporation were filed effective December 17, 2007, and assigned Document No. P07G00132552.
3. The Articles of Incorporation are amended as follows: Article IV is hereby deleted in its entirety as it presently exists, and the following is hereby substituted in its place and stead for all purposes:

Article IV

a. Authorized Stock. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$1.00	Class A Voting Common
9,900	\$1.00	Class B Non-Voting Common

The consideration for all of the above stock shall be payable in cash, cancellation of debt, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

b. Voting Rights. The Class A Voting Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such Class A Voting Common Stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation. Class B Non-Voting Common Stock shall possess no voting rights other than as required by law.

4. Each share of Common Stock outstanding at the time these Articles of Amendment become effective shall automatically be converted into ten (10) shares of Common Stock, 1% of which will be Class A Voting Common Stock and 99% of which will be Class B Non-Voting Common Stock. Fractional shares shall be permitted. Immediately upon the effectiveness of these Articles of Amendment, the Corporation will expeditiously coordinate with its shareholders

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to arrange for the surrender of certificates for the old shares and the issuance of certificates for the new ones.

5. The Amendment was adopted on November 23, 2010.

6. The Amendment shall be effective immediately upon filing with the Florida Department of State.

7. The Amendment was adopted by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

PIR HOLDINGS, INC.

By: 

Michael J. Garavaglia, Jr., President