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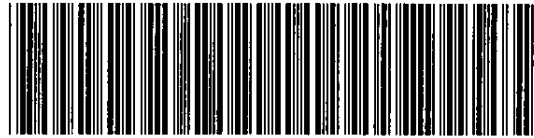
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TALLAHASSEE, FLORIDA

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TABATHA A. LIEBERT
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& FAMILY LAW
♦ BOARD CERTIFIED, CITY, COUNTY
& LOCAL GOVERNMENT LAW
11 CERTIFIED STATE & FEDERAL
MEDIATOR

ALLEN DELL

ATTORNEYS AT LAW

202 S. ROME AVENUE
SUITE 100
TAMPA, FLORIDA 33606

Telephone (813) 223-5351
Fax (813) 229-6682

ESTABLISHED 1925

A PROFESSIONAL
ASSOCIATION

Of Counsel
NATHAN B. SIMPSON

WRITER'S EMAIL:
mfoster@alldell.com

May 28, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: TCH Restaurant Group, Inc.

Dear Ladies and Gentlemen:

Please find attached for filing Amendment to Articles of Incorporation of TCH Restaurant Group, Inc. and a check in the amount of \$35.00 for the filing fee.

Very truly yours,



Matthew, J. Foster, Esquire

MJF/dc
enc

FILED

AMENDMENT TO ARTICLES OF INCORPORATION
OF

TCH RESTAURANT GROUP, INC.

2008 MAY 29 PM 4: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT NUMBER P08000011333

Pursuant to the provisions of Section 607.1006 Florida Statutes, TCH Restaurant Group, Inc., a Florida corporation (the "Corporation") adopts the following Amendment to its Articles of Incorporation:

Article IV of the Articles of Incorporation of the Corporation is hereby deleted and the following is hereby adopted as Article IV of such Articles of Incorporation:

Article IV

The Corporation is authorized to issue 6,000,000 shares of common stock of which 4,000,000 shares will be voting common shares and 2,000,000 shares shall be non-voting common shares. Except for the right to vote, the voting and non-voting common shares have identical rights and preferences.

The Corporation is authorized to issue 1,600,000 shares of Series A Preferred Stock. Series A Preferred Stock shall be senior as to liquidation, dissolution, and winding up to all shares of the Corporation's common stock. The rights, preferences and privileges granted to Series A Preferred Stock shall be as follows:

1. Voting Rights. The shares of Series A Preferred Stock shall be entitled to vote on all matters on which shares of voting common stock are entitled to vote. Such voting power (including all notices provided as to a shareholders meeting of the Corporation) shall be determined in all respects as if a share of Series A Preferred Stock was one share of voting common stock. Notwithstanding the above, the Corporation shall not amend its Articles of Incorporation to revise, change or amend any of the terms of its shares of Series A Preferred Stock or to authorize any other class of preferred stock, without the consent of holders of a majority of the issued shares of its Series A Preferred Stock.

2. Dividends.

(a) The holders of the Series A Preferred Stock shall be entitled to receive dividends at the annual rate of 6% of the purchase price paid to the Corporation for the Series A Preferred Stock. Such dividends shall be cumulative, and shall be payable out of any assets at the time legally available therefore (i) quarterly on March 31, June 30, September 30, and December 31 of each year, or (ii) upon the liquidation of or winding up of the Corporation or upon

redemption of the Series A Preferred Stock. Such dividends shall accrue on each share of Series A Preferred Stock, from the date of its original issuance and shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable in cash.

(b) No dividends (including stock dividends) shall be paid or declared on any common stock of the Corporation during any fiscal year of the Corporation until all accrued dividends on the Series A Preferred Stock shall have been first paid or declared and set apart. After such payment to the holders of Series A Preferred Stock has been paid or declared and set apart, any remaining dividend amounts paid shall be paid to the outstanding shares of common stock and Series A Preferred Stock ratably on a per-share basis. Unless all accrued dividends on the shares of Series A Preferred Stock have been paid or declared and set apart for payment, no shares of common stock shall be redeemed, purchased or otherwise acquired for any consideration by the Corporation.

3. Liquidation Preference.

(a) In the event of any liquidation, dissolution, or winding up of the Corporation (a "Liquidation Event"), either voluntarily or involuntarily, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any payment or distribution to the holders of common stock, an amount equal to the purchase price paid to the Corporation for the Series A Preferred Stock, plus the amount of all accrued but unpaid dividends with respect to the Series A Preferred Stock. If upon the occurrence of a Liquidation Event, the assets and funds of the Corporation are insufficient to permit the full payment of the liquidation preference to the holders of the Series A Preferred Stock, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the amount of Series A Preferred Stock owned by each such holder.

(b) Upon a Liquidation Event and the completion of the distribution required by subsection (a), any remaining assets of the Corporation legally available for distribution shall be distributed first to the holders of the Corporation's common stock *in pari passu* up to the per share amount distributed to the holders of the Series A Preferred Stock upon the Liquidation Event (not including any amounts paid or distributed on account of accrued but unpaid dividends), and thereafter, if any further assets remain legally available for distribution, ratably among the holders of Series A Preferred Stock and common stock based on the number of shares of capital stock owned by each such holder.

(c) For purposes of this Section 3, a "Liquidation Event" includes (i) a sale of all or substantially all of the assets of the Corporation or (ii) a merger, acquisition or similar transaction, any of which results in the Corporation's stockholders immediately prior to such transaction holding less than 50% of the voting power of the surviving, continuing or purchasing entity.

(d) If any of the assets of the Corporation are to be distributed to shareholders other than in cash under this Section 3 or for any purpose, the value of the assets to be distributed will be deemed its fair market value. Any securities to be distributed to the shareholders shall be valued as follows:

(i) If traded on a securities exchange or on the Nasdaq national market list, the value shall be deemed to be the average of the closing prices of the securities on such exchange or the Nasdaq national market list over the thirty (30) day period ending three (3) business days prior to the closing of the transaction;

(ii) If actively traded over-the-counter (but not on the Nasdaq national market list), the value shall be deemed to be the average of the closing bid prices over the thirty (30) day period ending three (3) business days prior to the closing of the transaction; and

(iii) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors of the Corporation and the holders of a majority of the Series A Preferred; and in the absence of an agreement as to same, said valuation issue shall be submitted to arbitration for resolution, and the costs of such arbitration shall be born by the Corporation.

4. Protective Provisions. In addition to any other rights provided by law, so long as the Series A Preferred Stock shall be outstanding,

(a) Unless otherwise agreed to pursuant to section 4(b)(x) below, the Corporation's Board of Directors shall consist of five (5) directors, three (3) of which shall be elected by a majority vote of the holders of the voting common stock and two (2) of which shall be elected by a majority vote of the Series A Preferred Stock; and

(b) The Corporation shall not, without first obtaining the affirmative vote or written consent of the holders of a two-thirds of the outstanding shares of Series A Preferred Stock, voting separately as a single class:

(i) take any action or add, amend or repeal any provision of the Corporation's Articles of Incorporation or Bylaws if such action, amendment or repeal would adversely alter or change the rights, preferences, or privileges of the Series A Preferred Stock;

(ii) increase the authorized number of shares of Series A Preferred Stock;

(iii) authorize or issue shares of any equity securities;

(iv) merge, consolidate or effect any other form of corporate reorganization, including any transaction or series of transactions in which 50% or more of the Corporation's voting power is transferred or in which all or substantially all of the assets of the Corporation are sold;

(v) borrow, make any loan or advance, or guarantee any amount in excess of \$100,000.00;

(vi) enter into any contract or other commitment (other than real estate leases) in an annual amount in excess of \$100,000.00;

(vii) pay any employee or consultant annual compensation (including compensation paid by any subsidiary of the Corporation) in excess of \$100,000.00;

(viii) pay any dividend to or redeem any security that is junior to the Series A Preferred Stock;

(ix) engage in any business other than the business engaged in by the Corporation on the closing date;

(x) increase or decrease the authorized number of directors constituting the Board of Directors; or

(xi) change the provisions of this Section 4.

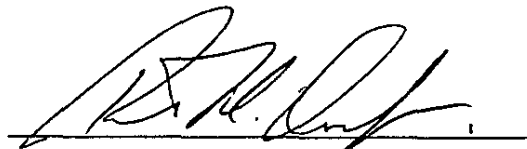
5. Limitations on Reissuance. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

This Amendment does not provide for an exchange, reclassification or cancellation of issued shares.

This Amendment was adopted by unanimous vote of all shareholders and directors of the Corporation on May 22, 2008. The number of votes cast for the amendment was sufficient.

This Amendment shall be effective upon the date of filing.

Signed this 22nd day of May, 2008.



Robert M. Dorfman
President