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Amend

SEP 27 2012

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

Uxbridge Capital Holdings, Inc.

NAME OF CORPORATION: **P10000024286**

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leslie A. Wickes, Esq.

Name of Contact Person
Volpe, Bajalia, Wickes, Rogerson & Wachs

Firm/ Company
501 Riverside Avenue, 7th Floor

Address
Jacksonville, FL 32202

City/ State and Zip Code

roliver@vbwr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie A. Wickes, Esq. at **(904) 355-1700**
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FOR EXECUTION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
UXBRIDGE CAPITAL HOLDINGS, INC.**

Article IV of the Articles of Incorporation of Uxbridge Capital Holdings, Inc. (the "Corporation") was amended by the Shareholders and Board of Directors on September 17, 2012. The Corporation is filing these Articles of Amendment to the Articles of Incorporation pursuant to Section 607.0602, Florida Statutes.

1. The name of the corporation is Uxbridge Capital Holdings, Inc.
2. Article IV of the Articles of Incorporation is hereby deleted and replaced with the following:

- (a) The aggregate number of shares which this Corporation shall have authority to issue is 1,200 shares, divided into (i) 1,000 Common Shares with the par value of One Dollar (\$1) per share, and with voting rights of one vote per share; and (ii) 200 Series A Preferred Shares with the par value of \$1,000 per share and with no voting rights.
- (b) The Series A Preferred Shares shall entitle the holders thereof to receive, and the Corporation shall be bound to pay, a cumulative dividend at the rate of 12.5 percent (12.5%) per annum, which dividend shall be payable monthly before any dividend shall be set apart or paid on the Common Shares.
- (c) The holders of Series A Preferred Shares, in case of dissolution of the Corporation, before any amount shall be paid to the holders of the Common Shares, shall be entitled to be paid the par value of their shares and dividends accumulated and unpaid thereon, but shall not participate in any further distribution of the surplus assets of the Corporation on account of the ownership of the Series A Preferred Shares.
- (d) The Series A Preferred Shares, at the discretion of the Corporation, shall be subject to redemption at par, plus accrued and unpaid cumulative dividends, on October 15, 2012, or any dividend day thereafter."

3. The foregoing amendment to the Articles of Incorporation was duly adopted by the Shareholders and the Board of Directors on September 17, 2012.

The undersigned Director of the Corporation has executed these Articles of Amendment on September 17, 2012.


Louis F. Iacovelli
Director

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