

P94000003720

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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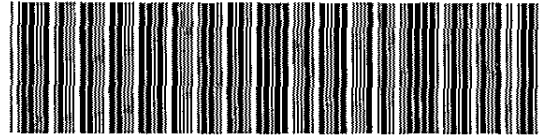
(Business Entity Name)

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*Amend*

07/28/05--01003--020 \*\*43.75

FILED  
05 JUL 28 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
05 JUL 28 AM 11:30  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*DR  
7/28/05*

*\*00789, 00563, 00672*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 07/28/2005

REF. #: 000409.40700

CORP. NAME: WAREHOUSE MANAGEMENT, INC.

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          |   |  |
| <input type="checkbox"/> OTHER:                               |   |  |

STATE FEES PREPAID WITH CHECK# 513583 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2005

CorpDirect Agents, Inc.  
515 East Park Avenue  
Tallahassee, FL 32301

SUBJECT: WAREHOUSE MANAGEMENT, INC.  
Ref. Number: P94000003720

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

We have received your document for WAREHOUSE MANAGEMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 805A00049126

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

05 JUL 29 AM 10:02

RECEIVED

**ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
WAREHOUSE MANAGEMENT, INC.**

FILED  
05 JUL 28 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, the Directors and Shareholders of WAREHOUSE MANAGEMENT, INC. (the "Corporation") adopt the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is WAREHOUSE MANAGEMENT, INC., (hereinafter called the "Corporation").
2. Article III of the Corporation's Articles of Incorporation is deleted and replaced by new Article III, as follows

**"ARTICLE III  
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics or such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Stock</u>
10,000	\$0.001	Class A Voting Common
90,000	\$0.001	Class B Non- Voting Common

The holders of the Class A Voting Common stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be reclassified into One (1) share Class A Voting Common Stock and Nineteen (19) shares of Class B Non-Voting Common Stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit A."

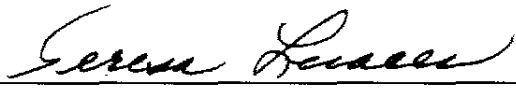
3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of all of the Shareholders, the number of votes cast for the amendment was sufficient for approval, and all of the Directors of the Corporation on the date of these Articles of Amendment, pursuant to Sections 607.0704, 607.0821 and 607.1003 of the Florida Business Corporation Act. The date of adoption is July 26, 2005.

5. This amendment shall be effective upon its filing with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned, President of the Corporation has executed these Articles of Amendment this 26<sup>th</sup> day of July, 2005.

**WAREHOUSE MANAGEMENT, INC.**

By:   
Teresa Luaces, President