

12/31/96

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12/31/96  
9:11 AM

FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.  
072720000036

ACCT#:

CONTACT: PATTIE M CALLAHAN

PHONE: (407)843-4600

(407)423-4495

FAX #:

NAME: NIAGARA OF AMERICA, INC.

AUDIT NUMBER.....H96000018203

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

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TALLAHASSEE, FLORIDA

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Amend.

96 DEC 31 10:39  
13 DEC 56

December 31, 1996

NIAGARA OF AMERICA, INC.  
P.O. BOX 156  
LOWELL, NC 28098US

SUBJECT: NIAGARA OF AMERICA, INC.  
REF: P94000054901

*back date  
to 12/31/96*

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

FAX Aud. #: H96000018203  
Letter Number: 896A00057824

**TELEFAX**

**LOWNDES  
DROSDICK  
DOSTER  
KANTOR &  
REED**  
Attorneys at Law

215 North Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
Telephone (407) 843-4600  
Telecopier (407) 423-4495

**TELECOPY TRANSMITTAL  
FOR IMMEDIATE DELIVERY**

DATE: January 6, 1997

TO: LINDA STITT, CORPORATE SPECIALIST

COMPANY: DEPARTMENT OF STATE

TELECOPIER NO: 904-922-4000 TELEPHONE NO: 904-487-6908

FROM: KYLE L. WHITE, LEGAL ASSISTANT TO LORAN A. JOHNSON

TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600

TOTAL NUMBER OF PAGES, INCLUDING THIS ONE: 4

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CLIENT NO: 006214  
NIAGARA OF AMERICA, INC.

Thank you

MATTER NO: 499993  
ATTY NO: 181

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**LOWNDES  
DROSDICK  
DOSTER  
KANTOR &  
REED, P.A.**

Attorneys at Law

Robert H. Drost  
(1966-1982)  
James E. Drost  
Mark E. Drost  
William A. Drost  
William E. Drost, Jr.  
Matthew G. Drost  
Dale A. Drost  
Charles C. Drost  
W. Michael Drost  
V. Yarry Drost  
John M. Drost  
William H. Drost  
William T. Drost, Jr.  
Richard J. Drost  
Miranda P. Drost

Thomas E. Drost  
John L. Drost  
Louis Drost, Jr.  
Barry L. Drost  
Andrew J. Drost  
Linda C. Drost  
James F. Drost, Jr.  
Robert F. Drost  
Loren A. Drost  
Gary M. Drost  
Neil M. Drost  
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Joseph G. Drost  
Joseph A. Drost  
Harvey W. Drost  
B. Drost  
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Todd D. Drost  
Taylor D. Drost  
John T. Drost, Jr.  
Karen A. Drost

Of Counsel  
Michael V. Drost  
Teresa E. Drost

January 6, 1997

**VIA TELEFAX**

Ms. Linda Stitt, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Niagara of America, Inc.

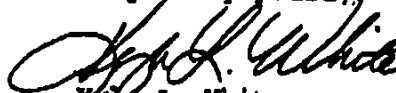
Dear Linda:

Please find enclosed original Articles of Amendment to the Articles of Incorporation for filing. In accordance with our telephone conversation of December 31, 1996, we have added the language that you recommended to numbered paragraph 3.

Please note that we need to have the original filing date of December 31, 1996 for this document.

If you have any questions concerning the above, please do not hesitate to call me.

Very truly yours,



Kyle L. White  
Legal Assistant to  
Loran A. Johnson

KLW:  
Enclosures  
006214/49993

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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF NIAGARA OF AMERICA, INC.

FILED  
96 DEC 31 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 807.1005 and 807.1008 of the Florida Statutes, Niagara of America, Inc. adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Niagara of America, Inc.
2. The original Articles of Incorporation for the corporation were filed on July 25, 1984 and assigned Charter No. P94000054901.
3. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III

The authorized capital stock of the Corporation consists of

1. 7,500 shares of common stock, par value \$1.00 per share (the "Common Stock");
2. 1,567,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock");

The Preferred Stock is comprised of 67,000 shares designated as "Series A Preferred Stock" and 1,500,000 shares designated as "Series B Preferred Stock."

The rights, preferences and privileges granted to or imposed on the Series A and B Preferred Stock are as follows:

A. Dividends. The holders of outstanding Preferred Stock shall be entitled to receive in any fiscal year, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash at the following rates: (a) \$.07 per share of Series A Preferred Stock per annum, before any dividend is paid on shares of Common Stock or on shares of any other series of Preferred Stock and (b) \$.07 per share of Series B Preferred Stock per annum, before any dividend is paid on shares of Common Stock or any other series of Preferred Stock except Series A Preferred Stock. Such dividend may be payable annually or otherwise as the Board of Directors may from time to time determine. The Board of Directors shall make no distributions to the holders of Common Stock in any fiscal year unless and until dividends shall have been paid to or declared and set apart upon all Series A and Series B Preferred Stock at the rate per annum set forth above for such fiscal year. The right to such dividends on Series A and Series B Preferred Stock shall not be

This document was prepared by: Loran A. Johnson  
Florida Bar Number: 0339350 Lowndes, Drossick,  
Kantor & Reed, P.A., P. O. Box 2809,  
Tallahassee, Florida 32302-2809 (407) 843-4600

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cumulative and no rights shall accrue to holders of the Series A and Series B Preferred Stock by reason of the fact that dividends on such shares are not declared in any prior year, nor shall any undeclared or unpaid dividends bear or accrue interest.

**B. Preference on Liquidation.**

(a) In the event of any liquidation, dissolution or winding up of the Corporation, the holders of shares of the Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Series B Preferred Stock or Common Stock, an amount equal to \$1.00 per share of the Series A Preferred Stock, plus any dividends thereon declared but unpaid. After payment has been made to the holders of the Series A Preferred Stock of the full amounts to which they shall be entitled as provided above, the holders of Series B Preferred Stock shall be entitled to receive, before any payment shall be made in respect of the Common Stock, an amount equal to \$1.00 per share of Series B Preferred Stock, plus any dividends thereon declared but unpaid. The remaining assets of the Corporation, after payment in full to the holders of Series A and Series B Preferred Stock of all amounts exclusively payable on or with respect to such shares, shall be distributed prorata to the holders of the Common Stock.

(b) The merger or consolidation of the Corporation into or with another corporation in which the Corporation shall not survive, or the sale, transfer or lease of all or substantially all of the assets of the Corporation shall be deemed a liquidation, dissolution, or winding up of the Corporation as those terms are used in this paragraph (B).

**C. Voting. All of the Preferred Stock is nonvoting.**

3. The above Amendment has been adopted by the Board of Directors and approved by the sole Shareholder this 31st day of December, 1986.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 31st day of December, 1986.

NIAGARA OF AMERICA, INC., a Florida corporation

By: Wilkin

Name: R. S. WILKINSON

Title: SECRETARY

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