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(Requestor's Name)

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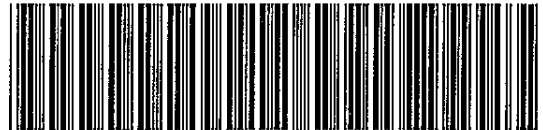
(Business Entity Name)

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LAW OFFICES
SEGAL, FRYER, SHUSTER & LESTER, P.C.
1050 CROWN POINTE PARKWAY
SUITE 410
ATLANTA, GEORGIA 30338

JEFFREY D. SEGAL
KEITH H. FRYER
MICHAEL H. SHUSTER
WILLIAM R. LESTER
CHARLES I. POLLACK
CAROL M. BERG
MELINDA A. GARLINGTON
AMY K. SULLIVAN

TELEPHONE
(770) 668-9300

FAX
(770) 668-9465

December 12, 2002

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Dreamland Skating Center, Inc.

Dear Sir or Madam:

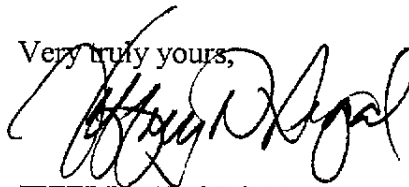
Enclosed are the following documents for the amendment of the Articles of Incorporation of Dreamland Skating Center, Inc.:

1. An original and one conformed copy of the Articles of Amendment.
2. A check for \$43.75 payable to the Florida Secretary of State for filing fee and one certified copy.

It would be appreciated if you would issue a Certificate of Amendment, attach it to one of the conformed copies of the Articles of Amendment, and mail it to the undersigned.

Your cooperation in this matter is appreciated.

Very truly yours,



JEFFREY D. SEGAL

JDS/sss
Enclosures

cc: Wayne M. Ramsey
William C. Babb III

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DREAMLAND SKATING CENTER, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, DREAMLAND SKATING CENTER, INC., a Florida profit corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

I.

Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

The Corporation shall be authorized to issue two (2) classes of stock: Class A Common Stock and Class B Common Stock.

CLASS A COMMON STOCK

The aggregate number of shares of Class A Common Stock that the Corporation shall have authority to issue shall be 10,000 shares at \$1.00 par value per share.

All of the voting rights of the Corporation shall be vested in the holders of the Class A Common Stock.

The holders of the Class A Stock shall be entitled to notice of any meeting of shareholders and shall be entitled to vote on any question which may be presented to and decided upon by the shareholders.

CLASS B COMMON STOCK

The aggregate number of shares of Class B Common Stock that the Corporation shall have authority to issue shall be 10,000 shares at \$1.00 par value per share.

The holders of the Class B Common Stock shall have no voting rights. The holders of the Class B Common Stock shall not be entitled to notice of any meeting of shareholders and shall not be entitled to vote on any question whatsoever which may be presented to and decided upon by the shareholders. The face of each certificate of Class B Common Stock shall be plainly marked "NON-VOTING".

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BOTH CLASSES OF COMMON STOCK

The following shall apply to both classes of common stock:

The Board of Directors of the Corporation shall, in their sole and absolute discretion, determine (i) whether or not dividends for Class A Common Stock and Class B Common Stock shall be paid with respect to any fiscal year and (ii) the amount of any such dividends. Any dividends declared shall be divided between all of the Class A Common Stock and all of the Class B Common Stock in direct proportion to the actual number of all such shares, regardless of class.

With the exception that all voting rights shall vest in the holders of the Class A Common Stock and the holders of the Class B Common Stock shall have no voting rights, the rights of the holders of Class A Common Stock and Class B Common Stock shall be identical, including but not limited to dividend rights and rights to distributions upon dissolution or liquidation.

Notwithstanding anything to the contrary above, the holders of any class of common stock shall be entitled to vote in those circumstances in which voting rights must be granted to such shareholders pursuant to the provisions of the Florida General Corporation Act.

CANCELLATION AND ISSUANCE

Pursuant to the above provisions, the presently authorized common stock shall be cancelled and the issuance of new Class A Common Stock and Class B Common Stock shall be authorized. The exchange will be effected through a recapitalization pursuant to Internal Revenue Code Section 368(a)(1)(E) in the following manner:

Wayne M. Ramsey will exchange his 500 shares of common stock for new stock to be issued by the Corporation as follows: (i) 50 shares of Class A Common Stock, and (ii) 450 shares of Class B Common Stock.

William M. Morgan will exchange his 500 shares of common stock for new stock to be issued by the Corporation as follows: (i) 50 shares of Class A Common Stock, and (ii) 450 shares of Class B Common Stock.

II.

The proposed Articles of Amendment were adopted by the unanimous written consent of the Board of Directors of the Corporation on the 11 day of December, 2002, and by

unanimous written consent of the shareholders of the Corporation on the 11 day of December, 2002.

IN WITNESS WHEREOF, Dreamland Skating Center, Inc. has caused these Articles of Amendment to be executed, its corporate seal to be affixed and the foregoing to be attested, all by its duly authorized officers, this 11 day of Dec., 2002.

DREAMLAND SKATING CENTER, INC.

By: Wm. Morgan
William M. Morgan, President

Attest: W M Ramsey
Wayne M. Ramsey, Secretary

(CORPORATE SEAL)