

P95000037542

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08 JUL 29 AM 11:12

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Amend  
@ 7/29/08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Cypress Capital Group, Inc.

**DOCUMENT NUMBER:** P95000037562

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

Please return all correspondence concerning this matter to the following:

Gary A. Daugherty

(Name of Contact Person)

Cypress Capital Group, Inc.

(Firm/ Company)

218 Royal Palm Way

(Address)

Palm Beach, FL 33480

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gary A. Daugherty

(Name of Contact Person)

at ( 561 ) 659-5889

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 21, 2008

GARY A. DAUGHERTY  
CYPRESS CAPITAL GROUP, INC.  
218 ROYAL PALM WAY  
PALM BEACH, FL 33480

SUBJECT: CYPRESS CAPITAL GROUP, INC.  
Ref. Number: P95000037562

We have received your document for CYPRESS CAPITAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Photo copies are not acceptable.

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 (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 908A00042366

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CYPRESS CAPITAL GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 JUL 29 AM 11:12

CYPRESS CAPITAL GROUP, INC. a Florida corporation, under its corporate seal and the hands of its President and attested to by its Secretary, hereby certifies that:

Pursuant to the resolution of the Board of Directors of the corporation adopted April 25th, 2008, and pursuant to Section 607.0602 of the Florida Business Corporation Act, the Directors resolved that, effective on the date of filing with the Department of State of Florida, the fourth paragraph of the June 10<sup>th</sup>, 2002, Amendment to the Articles of Incorporation is hereby amended to read as follows:

“PREFERRED STOCK

.....(paragraphs 1-3)...

At the option of a holder of Preferred Stock, the dividends cumulated and payable to the holder of Preferred Stock may be converted into Common Stock at a conversion price or formula as will be established for each Preferred Stock class (i.e. A, B, C, etc.) in each class's offering memorandum.”

In all other respects, the Articles of Incorporation and prior Amendments are hereby ratified.

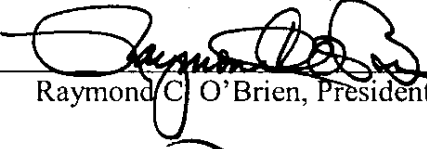
This amendment was adopted by the Board of Directors without shareholder action, and shareholder action was not required.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and attested by its Secretary this 25th day of April, 2008.

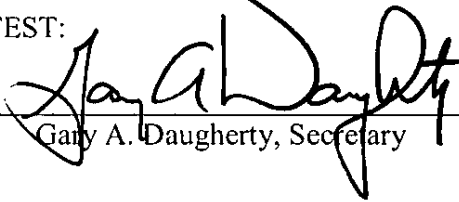
CYPRESS CAPITAL GROUP, INC.

(Corporate Seal)



By:   
Raymond C. O'Brien, President & CEO

ATTEST:

By:   
Gary A. Daugherty, Secretary