

John Hendricks  
P96000007489

Requestor's Name  
Blank, Rigsby + McLean, P.A.  
204 S. Monroe St.  
Address  
Tallahassee FL 32301 901-6710  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

000002095070--5

-02/24/97--01019--001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

1. Capital Choice Financial Services, Inc.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

☒ Pick up time ASAP

☐ Mail out

☐ Will wait

☐ Photocopy

~~Technical Copy~~

~~Certificate of Status~~

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 FEB 24 AM 11:29  
TALLAHASSEE, FLORIDA

RECEIVED  
96 FEB 24 AM 10:52

Good when ready  
681-6710  
John Hendricks

N. HENDRICKS

FEB 24 1997  
Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

CAPITAL CHOICE FINANCIAL SERVICES, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Articles II, III and VI are deleted in their entirety and the material on Exhibit "A," attached hereto, is substituted therefor.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 2/19/97

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SECRET  
TALLAHASSEE, FLORIDA

## FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"

voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

X Signed this day 19 of FEBRUARY, 19 97 X

X Signature Richard S. Kinnard X  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

EXHIBIT "A"

AMENDMENTS TO ARTICLES OF INCORPORATION OF CAPITAL CHOICE  
FINANCIAL SERVICES, INC.

"ARTICLE II            PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

330 N. Broad St., Ste. F  
Thomasville, GA 31792"

"ARTICLE III           SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 common @ \$1.00 par value."

"ARTICLE VI           SPECIAL VOTING REQUIREMENTS

(a) In addition to all other approvals of the directors and stockholders of the corporation which may be required by the articles of incorporation or bylaws of the corporation or applicable law, so long as any of the \$ 1,250,000 13% Senior Secured Notes Due December 31, 2001 of the corporation ( issued pursuant to the Note Agreement between the corporation and Old Fort Insurance Company, Ltd., dated as of February 1, 1997) remain outstanding ( the " Notes"), the corporation shall not amend or restate the articles of incorporation or Section 13 or 14 of Article III of the bylaws of the corporation, in each case, in any material respect (including without limitation, any Material Amendment described in Article VI(c) hereof), without first obtaining the affirmative vote of the holders of not less than 66-2/3% in aggregate principal amount of the Notes then outstanding.

(b) In addition to all other approvals of the directors and stockholders of the corporation which may be required by the articles of incorporation or bylaws of the corporation or applicable law during the period after the Notes shall have been paid in full and prior to the date the shares of the corporation shall have been the subject of an Initial Public Offering (as hereinafter defined), the corporation shall not (i) make any Material Amendment to the articles of incorporation or the bylaws of the corporation or (ii) amend or restate Section 13(b) or 14 of Article III of the bylaws of the corporation, in any material respect, without, in each case, first obtaining the affirmative vote of the holders of not less than 90% of the then outstanding common stock of the corporation. " Initial Public Offering" shall mean the filing of a registration statement for the first issuance of shares of common stock by the corporation pursuant to a public distribution with the Securities and Exchange Commission or any other Federal agency at the time administering the Securities Act of 1933, or any similar federal statute, and the rules and regulations of the Commission thereunder, all as the same shall be in effect at the time.

(c) "Material Amendment" shall mean any amendment, modification or restatement of the articles of incorporation or the bylaws which (i) authorize or result in any class of capital stock being outstanding other than the class of capital stock authorized on February 19, 1997; (ii) would result in any increase or decrease in the number of authorized shares of stock of the corporation or any variation or alteration in the terms, par value or the rights of shares of any class or type of stock or the creation of any new class of stock; or (iii) any amendment, restatement or modification of this Article VI. "