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C. Coulliette MAR 2 9 2005

LAW OFFICES

### WEST & FEINBERG, P.C.

SUITE 775N 4550 MONTGOMERY AVENUE BETHESDA, MARYLAND 20814 (301) 951-1500 TELECOPIER (301) 951-1525

ERICA F. GLOGER\* (NY)
JAMES M. PEPPE\* (DC, OH)
\*Not admitted in Maryland

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC)
JOE L. LEONE (MD, DC, FL, VA)
MINDY G. SUCHINSKY (MD, NY, IL)

WRITER'S DIRECT NUMBER IS

psampson@wtlrw.com (301) 951-1500

March 15, 2005

Division of Corporations Department of State 409E Gaines Street Tallahassee, Florida 32399

Re:

Landex of Jacksonville, Inc.

Our File No. 20654.2

### Ladies/Gentlemen:

I enclose Articles of Amendment for the above Corporation, along with our check in the amount of \$35 for the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

Polly S./Sampson

Corporate Paralegal

PSS Enclosures

Articles of Amendment	
to	
Articles of Incorporation	
of	

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LANDEX OF JACKSONVILLE, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P96000010087

**NEW CORPORATE NAME (if changing):** 

(Document number of corporation (if known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

## N/A (Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") (A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

<u>AMENDMENTS ADOPTED</u>- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (<u>BE SPECIFIC</u>)

			w Paragraph (a	
ereof, as indicated on E	xhibit A, attach	ed hereto.		
•				 

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Each share of common stock outstanding prior to the amendment shall be exchanged for one (1) share of Class A Common Voting stock.

(continued)

LILLE

The date of each amendment(s) adoption: $\frac{3/7/05}{}$
Effective date if <u>applicable</u> : (no more than 90 days after amendment file date)
Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 are shareholder action was not required.
Signed this day of
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)
JUDITH S. SIEGEL
(Typed or printed name of person signing)
PRESIDENT
(Title of person signing)

FILING FEE: \$35

### EXHIBIT A TO ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION FOR LANDEX OF JACKSONVILLE, INC.

#### Amendment to Article V, paragraph (a):

(a) The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000), divided into one hundred (100) shares of Class A Voting Common stock, One Dollar (\$1) par value and nine hundred (900) shares of Class B Non-Voting Common stock, One Dollar (\$1) par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

- (a) Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation will be identical in all respects.
- (b) With respect to voting powers, except as otherwise required by the laws of the State of Florida, the holders of Class A Common Stock will possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Common Stock will have no voting power whatsoever, and no holder of Class B Common Stock will vote on or otherwise participate in any proceedings in which actions will be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

U\files\20654\Landex of Jacksonville, Inc. Exhibit A to Amendment.doc