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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

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FAX #:

NAME: COMRES, INC. AUDIT NUMBER.....H98000018218 DOC TYPE.....BASIC
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DIVISION OF CORPORATIONS

Amendment
10-1-98
DC

#98000018318

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMRES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

1. **ARTICLE III: CAPITAL STOCK** as it exists is deleted and the following is added in its place:

ARTICLE III: CAPITAL STOCK

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

a. **FIVE THOUSAND (5000) shares of "Class A", voting and participating shares having a par value of one dollar (\$1.00); and**

b. **FIVE THOUSAND (5000) shares of "Class B", non-voting shares having a par value of one dollar (\$1.00). The "Class B" shares upon issuance shall have a legend stating that the shares are not registered, non-public shares, shall have no value other than par and shall have no voting right, no right to receive notice of corporate or shareholder meetings and no dividend right unless specified from time to time by the Board of Directors. Further, said "Class B" shares shall contain a legend stating the shares are restricted and cannot be transferred to any party without first being offered to the corporation for purchase and the corporation first declining to purchase said shares and further only upon written Board approval. At no time shall the Board or the corporation be required to issue the "Class B" shares and upon issue, shall not be required to redeem said shares, declare a dividend on said shares, or issue new "Class B" shares, or give notice of any corporate meeting or shareholders meeting to the holders of "Class B" share(s). The "Class B" shares having no voting rights shall not be entitled to notice of meetings. The "Class B" shares shall not be entitled to participate in any corporate dividend declared by the Board of Directors unless specified from time to time by the Board of Directors. The "Class B" shares shall be restricted and cannot be transferred to any other party without said shares first being offered by the holder to the corporation for purchase, the rejection to purchase by the corporation and the prior written approval of the Board of Directors. In the event of a transfer not first offered to the corporation and/or approved by the Board of Directors, said shares shall not be entitled to share in any dividend declared by the Board of Directors on "Class B" shares. The holder(s) of "Class B" share(s) shall be entitled to participate**

Prepared by: Brook E. Fisher, Esq., 618 U.S. Highway One, Ste. 407, North Palm Beach, Florida 33408; Telephone: (561) 840-9004, Fax. No.: (561) 840-1656; FBN 0843784

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in the sale or transfer of all of the shares of the corporation pursuant to a sale, exchange or merger of all the "Class A" shares of the corporation.

c. The existing outstanding shares, (including all issued shares if less than outstanding shares of the corporation) shall be exchanged for "Class A" voting and participating shares of the corporation on a one for one basis at the same value. The exchanged shares shall be canceled.

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:

a. The Secretary of the corporation shall contact each shareholder holding issued shares of the corporation as of the date of the adoption of this amendment by the Board of Directors and cause said holders to exchange their certificates representing their share ownership for "Class A" voting and participating shares on an even exchange basis. Upon exchange the Secretary shall cause the exchanged share to be canceled and archived in the corporate records. The corporate records shall then be updated to reflect the change in share ownership, if any.

b. The President and the Secretary upon instruction of the Board of Directors shall cause "Class B" non-voting shares in a specified number to be issued to those persons designated from time to time by the Board. Said shares are to be issued in accordance with the provisions of Article III of the Articles of Incorporation, as amended.

THIRD: The date of each amendment's adoption: September 29, 1998.

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

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and shareholder action was not required.

Signed this 29th day of September, 1998.

Signature: _____
(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)

Mitchell V. Wallin

Typed or printed name

President

Title

def
wprint(f) to create a new one.

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