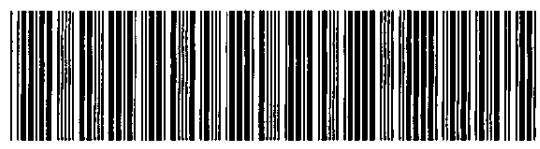


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2009 AUG 20 PM 1:44

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BRIARCLIFF CAPITAL CORPORATION

DOCUMENT NUMBER: P96000036430

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

Please return all correspondence concerning this matter to the following:

JESSICA M. JIMENEZ

Name of Contact Person

BARTON BARTON & PLOTKIN

Firm/ Company

420 LEXINGTON AVENUE, SUITE 1830

Address

NEW YORK, NEW YORK 10170

City/ State and Zip Code

JJIMENEZ@BARTONESQ.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JESSICA M. JIMENEZ

Name of Contact Person

at (212)

687 6262

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

\$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

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
BRIARCLIFF CAPITAL CORPORATION
(a Florida corporation)

FILED
2009 AUG 20 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The Articles of Incorporation of Briarcliff Capital Corporation (the "Corporation") were filed on April 22, 1996 and amended as of August 16, 2001.

SECOND: Pursuant to the provisions of Section 607.1002 and 607.1006 of the Florida Statutes, the Corporation adopts the following articles of amendment to its articles of incorporation:

- (a) Article One is hereby amended such that the mailing address of the Corporation is changed to "c/o William Moreno, 12 East 52nd St, NY, NY 10022";
- (b) Article Three is hereby deleted in its entirety and replaced with the following:

This Corporation is authorized to issue three classes of shares to be designated, respectively, Class A Shares, Class B Shares and Class C Shares. The maximum number of Class A Shares that this Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares having a par value of \$0.01 per share. The maximum number of Class B Shares that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares, which Class B Shares shall be without par value. The maximum number of Class C Shares that this Corporation is authorized to have outstanding at any one time is Two Hundred (200) shares, which Class C Shares shall be without par value.


Upon the effective date of the amendment of this Article Three, each then outstanding share of the common stock at par value of \$0.01 of this Corporation shall remain outstanding as a Class A Share and such outstanding share shall thereafter be designated as a Class A Share.

The designations, powers, preferences and rights, and qualification, limitation and restrictions of Class B Shares and Class C Shares in the Corporation, in addition to those set forth in the Articles of Incorporation, are set forth on **Exhibit A** attached hereto.

THIRD: The date of adoption of each of the foregoing amendments is May 12, 2009.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Dated: MAY 12, 2009



By: WILLIAM MORENO
Its: CEO

**CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF CLASS B
SHARES OF STOCK**

**of
BRIARCLIFF CAPITAL CORPORATION, INC.**

Pursuant to Section 607.0602 of the Florida Statutes

Briarcliff Capital Corporation, Inc., a corporation organized and existing under the Corporations Law of the State of Florida (hereinafter, the "Corporation"), does hereby certify that, pursuant to the authority conferred on its Board of Directors by the articles of amendment of the articles of incorporation adopted on May 12, 2009 of the Corporation, and pursuant to the provisions of Section 607.0602 of the Florida Statutes, as amended, the Board of Directors, pursuant to a unanimous written consent dated as of May 12, 2009, adopted the following resolution providing for the creation and issuance of a series of the Corporation's stock, without par value, consisting of 500 shares of Class B Shares:

RESOLVED, that the Board of Directors hereby authorizes the issuance of a series of the Corporation's stock, without par value, entitled "Class B Shares" and hereby fixes the designations, powers, preferences and rights, and qualification, limitation and restrictions thereof, in addition to those set forth in its Certificate of Incorporation, as set forth below:

1. Designation and Amount. There shall be 500 shares of voting stock in the Corporation designated as "Class B Shares", without par value. Such number of shares may be increased or decreased by resolution of the Board of Directors; *provided however*, that no decrease shall reduce the number of shares of Class B Shares to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants upon conversion of outstanding securities issued by the Corporation.

2. Rank. The Class B Shares shall rank, with respect to dividend rights, redemption rights and rights on liquidation, dissolution and winding up of the affairs of the Corporation, whether voluntary or involuntary: (i) *pari passu* with any other class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Class B Shares ("Parity Securities"); (ii) prior to all of the Corporation's Class C Shares, without par value; and to any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with any Class C Shares of whatever subdivision (collectively, "Junior Securities"); and (iii) junior to any other class or series of capital stock of the Corporation after all of the Corporation's Class A Shares, \$0.01 par value per share; and to any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms senior to the Class B Shares ("Senior Securities").

3. Voting. Except as may otherwise be provided in this Certificate of Designation, Preferences and Rights, the Second Amended and Restated Bylaws of the Corporation, or by law, the Class B Shares shall be entitled to vote on all actions to be taken by the stockholders of the Corporation. Each share of vested Class B Shares shall entitle the holder thereof to an equal number of votes per share (including fractions of a share) on all matters submitted to a vote of the stockholders of the Corporation. Except to the extent as set forth herein, the Second Amended and Restated Bylaws of the Corporation or by law, the Class B Shares shall have no special voting rights and their consent shall not be required for taking any corporate action.

4. Dividends and Distributions. The holders of vested Class B Shares are entitled to share in the distribution or payment of dividends of the Corporation *pari passu* with holders of Class A Shares and Parity Securities with funds distributed by the Corporation after any Distribution Preference or Liquidation Preference Payment (as such terms are hereinafter defined) is made to holders of Class A Shares and Parity Securities, *pro rata* in accordance with their respective holdings at the time such distribution or payment of dividends in the Corporation is made, including but not limited upon a Liquidation (as such term is hereinafter defined). No holder of vested Class B Shares may participate in any distribution or payment of dividends until the holders of Class A shares and any Parity Securities receive a dividend equal to the amount of his or her initial capital contribution to the Corporation for that Shareholder's Class A shares or Parity Securities ("Dividend Preference Payment").

5. Liquidation. The term "Liquidation" shall be deemed to consist of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, a consolidation or merger of the Corporation into or with any other entity or entities or affiliates thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the shareholders of the Corporation do not constitute to hold at least a 50% interest in the successor entity immediately following such event, a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation and the sale, lease, abandonment, transfer or other disposition by the Corporation of all or substantially all of its assets. Upon any Liquidation of the Corporation, the holders of Class A Shares and any other class of shares of the Corporation specifically ranking on its terms on parity with Class A Shares ("Class A Parity Securities"), shall be first entitled, before any distribution or payment is made upon any holder of any other class of shares in the Corporation, an amount equal to 100% of the capital contribution made by each holder of Class A Shares or Class A Parity Securities for each such Class A share or Class A Parity Security, plus in each case an amount equal to all accrued and unpaid dividends, whether payable in cash, property or shares of stock or any combination thereof, as such dividends are agreed to be paid out by the Corporation's Board ("Liquidation Preference Payment").

6. Certain Restrictions. A Shareholder holding vested Class B Shares may transfer all or a portion of that Shareholder's vested Class B Shares with the written consent of all of the non-transferring Shareholders holding Class A Shares or in accordance with the following terms:

(a) A Shareholder holding vested Class B Shares who wishes to withdraw may attempt to do so by first offering its vested Class B Shares back to the Corporation for the proposed price ("Proposed Price") set forth in writing by such Shareholder. In the event that the Corporation chooses not to purchase the withdrawing Shareholder holding vested Class B Shares, such Shareholder may offer its vested Class B Shares to all of the Shareholders holding Class A Shares or vested Class B Shares, who may purchase the vested Class B Shares on a *pro rata* basis for the Proposed Price above. Nothing herein shall be construed to give any Shareholder the right to demand to withdraw from the Corporation at any time.

(b) Subject to the terms of Section 6(c) below, if a Shareholder holding vested Class B Shares receives a *bona fide* offer from an independent third party to purchase all (but not less than all) of the vested Class B Shares owned by such Shareholder ("Transferring Shareholder") and the Transferring Shareholder desires to accept such *bona fide* offer, the Transferring Shareholder shall give written notice to the Corporation, which notice ("Notice

of Option”) shall set forth the identity of the prospective transferee and the price and terms of the offer received by the Transferring Shareholder. Upon receipt of such notice, the Corporation shall have the option to purchase all (but not less than all) of the Transferring Shareholder’s vested Class B Shares. To exercise such option the Corporation shall give written notice to the Transferring Shareholder of the Corporation’s intention to exercise the option, which notice shall be given within thirty (30) days after the Notice of Option is sent to the Corporation. In the event that the Corporation exercises the option, the parties shall complete the purchase and sale of such vested Class B Shares in accordance with the terms of the offer received by the Transferring Shareholder. If the Corporation declines to exercise its right to purchase the Transferring Shareholder’s vested Class B Shares, the non-transferring Shareholders holding Class A Shares or vested Class B Shares shall have the option to purchase all (but not less than all) of the vested Class B Shares owned by the Transferring Shareholder. To exercise such option a non-transferring Shareholders holding vested Class B Shares shall give written notice to the Transferring Shareholder of the non-transferring Shareholder’s intention to exercise the option, which notice shall be given within forty-five (45) days after the Transferring Shareholder gives the Corporation the Notice of Option. In the event that more than one of the non-transferring Shareholders holding vested Class B Shares exercises such right to purchase the vested Class B Shares held by the Transferring Shareholder, those Shareholders shall purchase the Transferring Shareholder’s vested Class B Shares, as the case may be, in proportion to such purchasing Shareholder’s own vested Class B Shares, immediately before such purchase. If none of the non-transferring Shareholders exercises such right to purchase the Transferring Shareholder’s vested Class B Shares, the Transferring Shareholder may sell the vested Class B Shares to the offeror at a price and on terms no more favorable to the offeror than those set forth in the Notice of Option; *provided, however*, that if that sale to the offeror is not concluded within thirty (30) days or less from the date that is seventy-five (75) days after the date the Notice of Option was initially sent to the Corporation, then the terms and conditions of this Section 6 shall again apply in the case of any proposed sale by the Transferring Shareholder. Nothing herein shall be construed to give any Shareholder the right to demand to withdraw from the Corporation at any time. Notwithstanding the foregoing, however, any and all prospective transfers of vested Class B Shares in the Corporation are subject to regulatory approval and any attempted transfer without having received the requisite regulatory approval is void *ab initio*.

(c) Subject to the terms of Sections 6(a) through (b), in the event that a holder or holders of at least 50% of the issued and outstanding Class A Shares in the Corporation desires to transfer all of its or their Class A Shares in the Corporation (“Class A Transferors”) to a third party other than an affiliate or subsidiary of Revere, each other holder of vested Class B Shares shall have the right, but not the obligation, to cause such Class A Transferors to effect the transfer of such shareholder’s respective Shares to such third party at the same price and on the same terms and conditions as the Class A Transferors proposes to transfer their shares to such third party (the “Tag-Along Right”).

- (i) The Class A Transferors must deliver a written notice to all holders of Class A, vested Class B Shares and Class C Shares simultaneously with their Notice of Option to the Corporation, which shall specify in reasonable detail the identity of the prospective transferee(s), the purchase price and other material terms and conditions of such proposed transfer (“Tag-Along

Notice”). In order for the Tag-Along Rights to be applicable, shareholders holding vested Class B Shares who choose to participate must deliver a written request for inclusion in such sale to the Class A Transferors and the Corporation within ten (10) days from the receipt of notice from the Class A Transferors (“Request for Inclusion”). Notwithstanding the foregoing, however, such Request for Inclusion does not obligate the Corporation to purchase any vested Class B Shares not owned by the Class A Transferors if the Corporation elects to purchase the Class A Shares of the Class A Transferors in accordance with Section 6(b).

- (ii) Each shareholder holding vested Class B Shares, as part of its participation in the transfer pursuant to the Tag-Along Right, shall deliver to the third party at closing one or more certificates, properly endorsed for transfer, or an affidavit of lost stock, as applicable and to the extent that the Corporation ever issued a certificate of stock to such shareholder, and each shareholder shall make such representations and warranties, and shall enter into such agreements, as are customary and reasonable in the context of the proposed sale, including without limitation, representations and warranties (and indemnities with respect thereto) that the transferee of the Shares (or interests therein) is receiving good and marketable title to such Shares (or interest therein), free and clear of all liens, claims, or other encumbrances.
- (iii) Each Shareholder shall reasonably cooperate and consult with each other in order to effect the transfer described in this Section 6(iii), and each Shareholder shall provide reasonable assistance to the Class A Transferors in connection with the preparation of disclosure schedules relating to representations and warranties to be made to the third party involved in such transfer and in determination of the appropriate scope of, or limitations or exceptions to, such representations and warranties.

(d) Transfer upon Sale of the Corporation. upon a sale of (i) all the issued and outstanding shares of the Corporation or (ii) all or substantially all of the assets of the Corporation (“Sale of the Corporation”), holders of Class B Shares are entitled to receive distribution payments equal to at least 100% of any capital contribution made or strike or exercise price paid thereby for such Class B Shares, if any, *after* any Distribution Preference or Liquidation Preference Payment is made to those such holders of Class A Shares and Class A Parity Securities, but before any holders of Class C Shares.

7. Forfeiture of Unvested Shares. Any unvested Class B Shares shall be forfeited, in their entirety, by the holder thereof immediately upon termination or resignation of employment with the Corporation, without any further obligation by the Corporation.

8. Fractional Shares. The Corporation may issue fractional shares of Class B Shares.

9. Conversion. Holders of Class B Shares shall have no right to exchange or convert such shares into any other class of shares in the Corporation.


10. Notice. All notices, consents or other instruments hereunder shall be in writing and mailed by United States certified mail, postage prepaid or via a reputable overnight courier and shall be directed to the shareholders of the Corporation and/or the Corporation at the address of each such person or entity as shown on the books of the Corporation, which each holder of vested Class B Shares has the right to demand and receive from the Corporation at any time.

11. Class A Shares. As used in this Certificate of Designations, Class A Shares shall mean those shares of common stock in the Corporation.

12. Certificates. Each shareholder holding vested Class B shares shall be entitled to a certificate or certificates which shall represent and certify the number of shares of each class of stock held by him in the Corporation.

IN WITNESS WHEREOF, the undersigned Corporation has caused this Certificate of Designations to be duly signed by William Moreno, its Chief Executive Officer, as of May 12, 2009.

BRIARCLIFF CAPITAL CORPORATION, INC.



By: WILLIAM MORENO
Its: CEO

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF CLASS C SHARES OF
STOCK
of
BRIARCLIFF CAPITAL CORPORATION, INC.

Pursuant to Section 607.0602 of the Florida Statutes

Briarcliff Capital Corporation, Inc., a corporation organized and existing under the Corporations Law of the State of Florida (hereinafter, the "Corporation"), does hereby certify that, pursuant to the authority conferred on its Board of Directors by the articles of amendment of the articles of incorporation adopted on May 12, 2009 of the Corporation, and pursuant to the provisions of Section 607.0602 of the Florida Statutes, as amended, the Board of Directors, pursuant to a unanimous written consent dated as of May 12, 2009, adopted the following resolution providing for the creation and issuance of a series of the Corporation's stock, without par value, consisting of 200 shares of Class C Shares:

RESOLVED, that the Board of Directors hereby authorizes the issuance of a series of the Corporation's stock, without par value, entitled "Class C Shares" and hereby fixes the designations, powers, preferences and rights, and qualification, limitation and restrictions thereof, in addition to those set forth in its Certificate of Incorporation, as set forth below:

1. Designation and Amount. There shall be 200 shares of non-voting stock in the Corporation designated as "Class C Shares", without par value. Such number of shares may be increased or decreased by resolution of the Board of Directors; *provided however*, that no decrease shall reduce the number of shares of Class C Shares to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants upon conversion of outstanding securities issued by the Corporation.

2. Rank. The Class C Shares shall rank, with respect to dividend rights, redemption rights and rights on liquidation, dissolution and winding up of the affairs of the Corporation, whether voluntary or involuntary: (i) *pari passu* with any other class or series of capital stock of the Corporation hereafter created specifically ranking by its terms on parity with the Class C Shares ("Parity Securities"); (ii) prior to any class or series of capital stock of the Corporation hereafter created not specifically ranking by its terms senior to or on parity with any Class C Shares of whatever subdivision (collectively, "Junior Securities"); and (iii) junior to any other class or series of capital stock of the Corporation after all of the Corporation's vested Class B Shares, no par value, and Class A Shares, \$0.01 par value per share; and to any class or series of capital stock of the Corporation hereafter created specifically ranking by its terms senior to the Class C Shares ("Senior Securities").

3. Voting. Except as may otherwise be provided in this Certificate of Designation, Preferences and Rights, the Second Amended and Restated Bylaws of the Corporation, or by law, Class C Shares in the Corporation carry with them no right to vote in the Corporation.

4. Dividends and Distributions. The holders of Class C Shares are not entitled to share in the distribution or payment of dividends of the Corporation, except as follows: holders of Class C shares are entitled to participate in a distribution payment with the holders of Class A shares, the holders of Class A Shares and any other class of shares of the Corporation specifically ranking on

its terms on parity with Class A Shares ("Class A Parity Securities"), and vested Class B shares only upon a sale of (i) all the issued and outstanding shares of the Corporation or (b) all or substantially all of the assets of the Corporation ("Sale of the Corporation"). Upon a Sale of the Corporation, and only upon a Sale of the Corporation, holders of Class C shares shall participate *pari passu* with holders of Class A shares, Parity Securities and vested Class B shares with funds distributed by the Corporation *after* any Distribution Preference or Liquidation Preference Payment is made to those such shareholders and *after* holders of vested Class B shares have received distribution payments equal to at least 100% of any capital contribution made or strike or exercise price paid thereby for such Class B shares, if any ("Class B Liquidation Preference Payment").

5. Certain Restrictions. Class C Shares may not be transferred.
6. Forfeited Shares. Any and all Class C Shares shall be forfeited, in their entirety, by the holder thereof immediately upon termination or resignation of employment with the Corporation, without any further obligation by the Corporation.
7. Redemption. Class C Shares may not be redeemed.
8. Fractional Shares. The Corporation may issue fractional shares of Class C Shares.
9. Conversion. Holders of Class C Shares shall have no right to exchange or convert such shares into any other class of shares in the Corporation.
10. Notice. All notices, consents or other instruments hereunder shall be in writing and mailed by United States certified mail, postage prepaid or via a reputable overnight courier and shall be directed to the shareholders of the Corporation and/or the Corporation at the address of each such person or entity as shown on the books of the Corporation, which each holder of Class C Shares has the right to demand and receive from the Corporation at any time.
11. Class A Shares. As used in this Certificate of Designations, Class A Shares shall mean those shares of common stock in the Corporation.
12. Class B Shares. As used in this Certificate of Designations, Class B Shares shall mean those shares of Class B Shares in the Corporation, with no par value, as defined in the Second Amended and Restated Bylaws and the Certificate of Designations of Class B Shares.
13. Certificates. Holders of Class C Shares shall not be entitled to a certificate that represent or certify the number of such shares in the Corporation.

IN WITNESS WHEREOF, the undersigned Corporation has caused this Certificate of Designations to be duly signed by William Moreno, its Chief Executive Officer, as of May 12, 2009.

BRIARCLIFF CAPITAL CORPORATION, INC.



By: William MORENO
Its: CEO