

Roberts JUN 08 2002

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ETW CORP.

DOCUMENT NUMBER: P96000070150

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

Please return all correspondence concerning this matter to the following:

Rita M. Scacchia

Name of Contact Person

Brody Wilkinson PC

Firm/ Company

2507 Post Road

Address

Southport, CT 06890

City/ State and Zip Code

rscacchia@brodywilk.com

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

For further information concerning this matter, please call:

Rita M. Scacchia

Name of Contact Person

at (203) 319-7100

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 JUN -3 AM 11:07

Articles of Amendment
to
Articles of Incorporation
of

ETW CORP.

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

P96000070150

(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:

NEW CORPORATE NAME (if changing):

(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.")

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

ARTICLE FOURTH is being deleted and replaced with Exhibit A attached 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)

See Plan of Recapitalization attached hereto as Exhibit B.

(continued)

The date of each amendment(s) adoption: January 14, 2009


Effective date if applicable: January 14, 2009
(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 and shareholder action was not required.

Signature 
(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)

Christopher J. Hubman
(Typed or printed name of person signing)

Chief Financial Officer/Treasurer
(Title of person signing)

FILING FEE: \$35

EXHIBIT A

“FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

Class A Voting Common Stock
Class B Nonvoting Common Stock

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
Class A Voting Common Stock	N/A	N/A	N/A
Class B Nonvoting Common Stock	N/A	Non-voting	N/A”

EXHIBIT B

PLAN OF RECAPITALIZATION

WHEREAS, ETW Corp. ("ETW") has authorized capital of 5,000 shares of common stock of no par value per share, of which 100 shares are issued and outstanding; and

WHEREAS, all of the members of the Board of Directors and the sole shareholder believe it to be in ETW's best interest: (1) to revise ETW's capital structure to authorize 5,000 shares of common stock of no par value per share to be divided into and designated by classes as follows: (a) 100 shares of Class A voting common stock and (b) 4,900 shares of Class B nonvoting common stock; and (2) to convert each share of the outstanding common stock into one share of new Class A voting common stock.

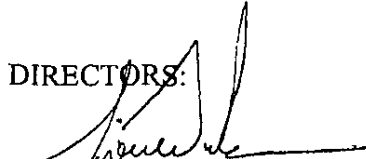
NOW, THEREFORE, the Plan of Recapitalization shall be as follows:

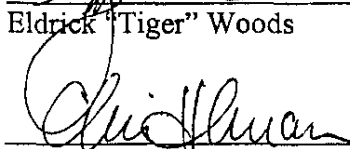
1. The Articles of Incorporation of ETW shall be amended (the "Amendment") to authorize 5,000 shares of common stock of no par value per share divided into 100 shares of Class A voting common stock and 4,900 shares of Class B nonvoting common stock. Each share of Class A voting common stock shall entitle the holder to one (1) vote in person or by proxy on any matter on which shareholder action is sought. The holders of the Class B nonvoting common stock shall not be entitled to vote on any matter on which action of the shareholders is sought, except as otherwise provided by law. The holders of the common stock shall have the right to receive distributions on a share-for-share basis regardless of the class of common stock held.

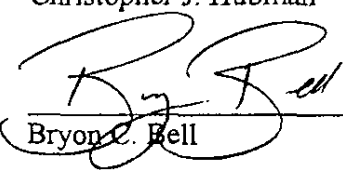
2. As soon as practical after the effective date of the Amendment, the sole shareholder shall exchange each share of existing common stock then held by such shareholder for one (1) share of new Class A voting common stock.

Dated at Orlando, Florida, as of January 14, 2009.

DIRECTORS:

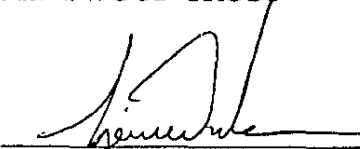

Eldrick "Tiger" Woods


Christopher J. Hubman


Bryon C. Bell

SHAREHOLDER:

THE HEYWOOD TRUST

By: 
Eldrick "Tiger" Woods, Trustee