

P97000006488

Document Number Only

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002456674--3

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*****87.50 *****87.50

Goldline Group, Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:00

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

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3/13/98

Amendment
Sp 3/24/98

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98 MAR 13 AM 11:45
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 16, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: GOLDLINE GROUP, INC.
Ref. Number: P97000006488

Walk - In
Pick - up

Susan,
Please back date
Thanks
Okey

We have received your document for GOLDLINE GROUP, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please indicate the date of adoption by the shareholders.

2/27/98

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 498A00013965

RECEIVED
98 MAR 24 AM 11:12
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 13 PM 1:00

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
GOLDLINE GROUP, INC.

Goldline Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Goldline Group, Inc.

SECOND: The shareholders of the Corporation approved the following amendment to the Articles of Incorporation of the Corporation:

Article V of the Articles of Incorporation shall be amended for the purpose of creating a class of preferred stock by replacing Article V in its entirety with the following:

ARTICLE V - CAPITAL STOCK

(I) **Capitalization.** The total number of shares of stock which the corporation shall have the authority to issue is 20,000 shares, consisting of 10,000 shares of Common Stock, having a par value of \$1.00 per share, and 10,000 shares of Preferred Stock, having a par value of \$1.00 per share. The relative rights, preferences and limitations on the shares of Common Stock and Preferred Stock are as set forth below.

(II) **Issuance.** Shares of Common Stock and Preferred Stock may be issued from time to time as determined by the Board of Directors of the corporation. All shares of Common Stock shall be of equal rank and shall be identical in all respects. All shares of Preferred Stock shall be of equal rank and shall be identical in all respects.

(III) **Voting Rights.** Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock registered in his or her name on the books of the corporation in the election of directors and on any question or matter brought before any meeting of shareholders of the corporation. Except as otherwise required by law, the holders of Preferred Stock shall have no voting rights.

(IV) Dividends.

1. Out of the funds of the corporation legally available for the payment of dividends, the holders of the Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, cumulative cash dividends which shall accrue at a rate per annum equal to \$6.00 per share. Dividends shall be payable semi-annually on January 31 and July 31 of each year, commencing July 31, 1998. Accumulations of dividends shall not bear interest.

2. Out of the funds of the corporation legally available for the payment of dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, such dividends as the Board of Directors may determine, provided, however, that the corporation shall not declare and pay or set apart for payment any dividends or make any other distribution on the Common Stock and shall not purchase or otherwise acquire, or permit any subsidiary to purchase or otherwise acquire, any shares of Common Stock, unless at the time of making such declaration, payment, setting apart, distribution, purchase or acquisition, dividends on all outstanding shares of Preferred Stock for all prior periods and for the then current period shall have been paid or declared and sufficient funds set apart for the payment thereof.

(V) Liquidation.

1. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, the holders of outstanding shares of Preferred Stock shall be entitled to receive, out of the assets of the corporation available for distribution to its shareholders, an amount in cash for each share equal to \$100.00 plus an amount equal to all dividends accrued and unpaid on such shares up to the date fixed for distribution, before any distribution shall be made with respect to the Common Stock. If upon any such liquidation, dissolution or winding up, the assets of the corporation available for distribution to its shareholders shall be insufficient to permit the payment in full of the amounts to which the holders of Preferred Stock are entitled as provided above, the entire balance of such assets of the corporation shall be distributed among the holders of Preferred Stock in amounts proportionate to the full amounts to which they are so entitled.

2. Assets of the corporation remaining after payment of all amounts due with respect to the Preferred Stock shall be distributed ratably to all holders of Common Stock.

(VI) Redemption.

1. The shares of Preferred Stock may be redeemed, in whole or in part, at the option of the corporation, to the extent that the corporation has funds legally available for such redemption, at any time and from time to time. To the extent that the corporation has funds legally available for redemption, the shares of Preferred Stock may be redeemed at the option of the holders thereof at any time after the first anniversary of the issuance date of the subject shares. The redemption price payable by the corporation upon a redemption occurring as a result of the corporation exercising its redemption option shall be \$106.00 per share plus an amount equal to all dividends accrued and unpaid up to the redemption date on the shares to be redeemed. The redemption price payable by the corporation upon a redemption occurring as a result of a holder of Preferred Shares exercising its redemption option shall be \$100.00 per share plus an amount equal to all dividends accrued and unpaid up to the redemption date on the shares to be redeemed.

2. Shares of Preferred Stock called for redemption at the option of the corporation shall be called by written notice to the holders thereof given not less than 10 nor more than 50 business days prior to the date fixed for redemption by the Board of Directors. If there is more than one holder of shares of Preferred Stock, any such redemption of shares shall be made on a pro rata basis among all such holders, with appropriate adjustments to avoid the redemption of fractional shares.

3. Any holder desiring to exercise any redemption right that is exercisable at the option of the holders of Preferred Stock in accordance with Section (VI)1. above shall provide, on or after the date such option becomes exercisable, written notice to the corporation setting forth the number of shares requested to be redeemed. Within five business days after receipt of such request, the corporation shall give written notice to all other holders of Preferred Stock. To the extent the corporation shall have funds lawfully available for the purpose, the Corporation shall pay the redemption price of all shares of Preferred Stock whose redemption has been duly requested pursuant to this Section (VI)3. within 40 business days after its receipt of the initial request for such redemption. In the event the corporation shall not have sufficient funds lawfully available to redeem all of the shares of Preferred Stock whose redemption has been requested in accordance with the foregoing provisions within a period of 15 business days, the redemption of shares, to the extent of funds lawfully available, shall be made on a pro rata basis among all requesting holders.

THIRD: The number of votes cast for the amendment by the shareholders was sufficient for approval. Adopted 2/27/98.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Tom Sukolsky, its President, as of February 21, 1998.

GOLDLINE GROUP, INC.

By: Tom Sukolsky
Tom Sukolsky, President