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ACCOUNT NO. : 072100000032

REFERENCE : 477944 5315A

AUTHORIZATION : *Patricia P. [initials]*

COST LIMIT : \$ ~~122.50~~

87.50

ORDER DATE : July 29, 1997

ORDER TIME : 9:15 AM

ORDER NO. : 477944-005

CUSTOMER NO: 5315A

100002250781--7

CUSTOMER: Don Weinbren, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: SUNSTATE INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JUL 29 PM 1:19

FILED

97 JUL 29 /H 10:43

RECEIVED

1/29

Jon Amend

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SUNSTATE INDUSTRIES, INC.**

FILED
97 JUL 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUNSTATE INDUSTRIES, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation, in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Articles IV, VI and VII of the Articles of Incorporation and substituting in its place the Articles set forth below, the effect of such amendments being to: (1) change the number of authorized shares of stock from 1,000 to 100,000 and the par value of the authorized stock from \$1.00 per share to \$.01 per share, and to specify that there will be no cumulative voting for directors and no preemptive or preferential right to subscribe to, purchase or receive any shares of the stock of this Corporation; (2) to change the registered agent and registered office of the Corporation; and (3) give the shareholders the right to fix the number of directors, rather than specifying that there will be four directors.

2. This Amendment to the Articles of Incorporation was approved by the Board of Directors of the Corporation on the 11th day of June, 1997, prior to the issuance of shares of stock of the Corporation, the changes not requiring a vote of the stockholders of the Corporation pursuant to Sections 607.10025 and 607.1005, Florida Statutes.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Articles IV, VI and VII of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE IV

CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair

valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the registered agent of this corporation at such office shall be Don B. Weinbren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements

as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

IN WITNESS WHEREOF, SUNSTATE INDUSTRIES, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by a member of its Board of Directors in accordance with Section 607.1006(2), Florida Statutes.

SUNSTATE INDUSTRIES, INC.

By: _____

EDWARD SEMLITZ, Director

SUNSTATE INDUSTRIES, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Don B. Weinbren, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 12th day of June, 1997.

By: 
DON B. WEINBREN