



THE UNITED STATES
CORPORATION
COMPANY

P97000011446

ACCOUNT NO. : 072100000032

REFERENCE : 255680 4329904

AUTHORIZATION :

COST LIMIT : \$ 87.50

STATE
TALLAHASSEE, FLORIDA

97 FEB 11 PM 12:05

FILED

ORDER DATE : February 11, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 255680-015

CUSTOMER NO: 4329904

700002088837--4

CUSTOMER: David J. Powers, Esq
Broad And Cassel
Suite 300
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC AMENDMENT FILING

NAME: GLM ACQUISITION, INC.

EFFECTIVE DATE:

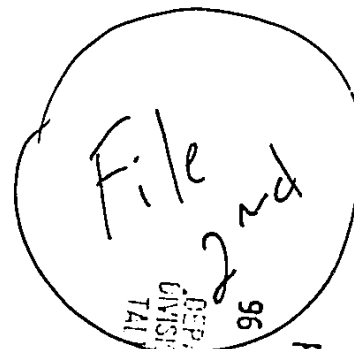
☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: _____



DEPT. OF REVENUE
DIVISION OF TAXATION
TALLAHASSEE, FLORIDA

96 FEB 11 AM 11:26

RECEIVED

N. HENDRICKS FEB 11 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GLM ACQUISITION, INC.
(DOCUMENT NO. P97000011446)

FILED
97 FEB 11 PM 2:05
SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1005, Florida Statutes, GLM ACQUISITION, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Corporation's Articles of Incorporation has been amended to read as follows:

"Article I
CORPORATE NAME

The name of this Corporation shall be: GAZEBO LANDSCAPE MAINTENANCE, INC."

SECOND: Article IV of the Corporations Articles of Incorporation has been amended to read as follows:

"Article IV
CAPITAL STOCK

A. Common Stock. The maximum number of shares of common stock (the "Common Stock") that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares, par value \$.0001 per share.

B. Preferred Stock. The maximum number of shares of preferred stock (the "Preferred Stock") that this Corporation shall be authorized to issue and have outstanding at any one time shall be 378,000 shares, no par value. The Preferred Stock shall have the following powers, preferences and rights:

1. Dividends. The holders of Preferred Stock shall not be entitled to receive any dividends whatsoever.

2. Voting Rights. The holders of Preferred Stock shall not be entitled to vote upon any matter relating to the business or affairs of this Corporation or for any other purpose.

3. Conversion Rights. The shares of Preferred Stock shall not be convertible into any other securities of the Corporation.

4. Optional Redemption. The Preferred Stock may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors which has been approved by the holders of 91% or more of the Corporation's issued and outstanding shares of Common Stock, at any time and from time to time. The Preferred Stock shall be redeemed at the redemption price of \$1.00 per share.

In the event that at any time less than all the Preferred Stock outstanding is to be redeemed, the shares to be redeemed may be selected pro rata, or by such other equitable method as may be determined by the Board of Directors of the Corporation. Notice of any redemption, specifying the time and place of redemption, shall be mailed or caused to be mailed by the Corporation, addressed to each holder of record of Preferred Stock to be redeemed at his last address as the same appears on the books of the Corporation, at least 30 days prior to the date designated for redemption. If fewer than all the shares of the Preferred Stock owned by such holder are then to be redeemed, the notice shall also specify the number of shares thereof that are to be redeemed and the numbers of the certificates representing such shares. If such notice of redemption shall have been duly mailed, or irrevocable instructions to effect such mailing shall have been given to the transfer agent or agents for such stock, and if on or before the redemption date named in such notice all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the shares of Preferred Stock to be redeemed so as to be available therefor, then, from and after the mailing of such notice or the giving of such irrevocable instructions and the setting aside of such funds, notwithstanding that any certificate for shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the shares of Preferred Stock represented thereby shall no longer be deemed outstanding, and the holder of such certificate or certificates shall have with respect to such shares of Preferred Stock no rights in or with respect to the Corporation, except the right to receive the redemption price thereof, without interest, upon the surrender of such certificate or certificates, and after the date designated for redemption, such shares of Preferred Stock shall not be transferable on the books of the Corporation.

5. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holder of any Common Stock, the holders of the Preferred Stock shall be entitled to receive \$1.00 per share and no more.

6. No Sinking Fund. The shares of Preferred Stock shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of such shares.

7. Status of Redeemed Shares. Any shares of the Preferred Stock that at any time shall have been redeemed or that have been otherwise repurchased by the Corporation, shall after such redemption or repurchase be deemed to have been canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue."

THIRD: The foregoing amendments were adopted on February 7, 1997.

FOURTH: The foregoing amendments were approved by the Board of Directors without shareholder action because the Corporation has not yet issued shares.

IN WITNESS WHEREOF, GLM ACQUISITION, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its Chairman of the Board as of this 7th day of February, 1997.

GLM ACQUISITION, INC., a Florida corporation

By: William M. Black
William Black, Chairman of the Board

AFFIDAVIT

On this 10 day of February, 1997, the undersigned, being first duly sworn, deposes and says that:

1. Gazebo Landscape Maintenance, Inc., a Florida corporation (the "Company"), whose document number is J13864, has filed Articles of Dissolution with the Florida Division of Corporations;

2. The Company does not intend to revoke its Articles of Dissolution;

3. The Company hereby grants its consent and permission to GLM Acquisition, Inc., a Florida corporation, to use the corporate name "Gazebo Landscape Maintenance, Inc."

GAZEBO LANDSCAPE MAINTENANCE,
INC., a Florida corporation

By: [Signature]
Brian Battaglia, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

10th The foregoing instrument was acknowledged before me this day of February, 1997, by Brian Battaglia, President of Gazebo Landscape Maintenance, Inc., a Florida corporation, who is personally known to me ~~or who has produced~~ as identification?



[Signature]
Notary Public
Name: _____
Commission Expires: _____
Serial Number: _____