

P97000022878

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☐ PICK-UP

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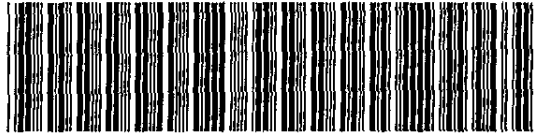
(Document Number)

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Special Instructions to Filing Officer:

Office Use Only

Amend/cc  
(1a 2.14.06)



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02/08/06--0103--002 \*\*43.75

FILED  
06 FEB - 8 AM 10:00  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Sidkay Holding Corporation

**DOCUMENT NUMBER:** P97000022878

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

Please return all correspondence concerning this matter to the following:

David Cohen

(Name of Contact Person)

Sidkay Holding Corporation

(Firm/ Company)

423 Juno Dunes Way

(Address)

Juno Beach, FL 33408

(City/ State and Zip Code)

For further information concerning this matter, please call:

David Cohen

(Name of Contact Person)

at ( 561 ) 512-3030

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

FILED  
06 FEB -8 AM 10:00  
TALLAHASSEE, FLORIDA

Sidkay Holding Corporation

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

P97000022878

(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)**

See attached

(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)

(continued)

The date of each amendment(s) adoption: 1/31/2006

Effective date if applicable: 2/1/2006  
(no more than 90 days after amendment file date)

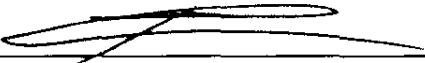
Adoption of Amendment(s) **(CHECK ONE)**

- ☐ 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)

David Cohen

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SIDKAY HOLDING CORPORATION

FILED  
06 FEB -8 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1  
NAME

The name of the Corporation (the "Corporation") is Sidkay Holding Corporation

ARTICLE 2

The address of its registered office in the State of Florida is located at 423 Juno Dunes Way, Juno Beach, FL 33408. The name of its registered agent at such address is David S. Cohen.

ARTICLE 3  
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE 4  
CAPITAL STOCK

A. The total number of shares of capital stock that the Corporation has authority to issue is 120,000,000 shares, consisting of 100,000,000 shares of common stock, par value \$.01 per share, of which 80,000,000 shares are hereby designated Class A common stock and 20,000,000 shares are hereby designated Class B common stock, and 20,000,000 shares of preferred stock, par value \$.01 per share, of which 1,000,000 shares are hereby designated Class A preferred stock.

B. The remaining shares of preferred stock may be issued from time to time in one or more classes or series. The Board of Directors of the Corporation is expressly authorized to provide for the issuance of all or any of the remaining shares of preferred stock in one or more classes or series, to fix the number of shares, and to determine or alter for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as stated in resolutions adopted by the Board of Directors

providing for the issuance of those shares and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of that class or series then outstanding) the number of shares of any class or series issued after shares of that class or series are issued. If the number of shares of any such class or series is so decreased, the shares constituting that decrease will resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of that class or series.

C. The powers, preferences, rights, restrictions, and other matters relating to the Class A preferred stock are as follows:

1. Stated Value. The stated value of each share of Class A preferred stock (the "Class A Stated Value") is \$0.50, subject to adjustment for stock dividends, combinations, splits, recapitalizations and the like with respect to the Class A preferred stock.

2. Dividends. (a) Each holder of one or more shares of Class A preferred stock is entitled to receive, but only out of funds that are legally available therefor, cash dividends at the rate of 8% per year of the Class A Stated Value on each share of Class A preferred stock. These dividends accrue on each share of Class A preferred stock from the date of issuance and accrue daily, whether or not earned or declared. These dividends are cumulative. The Corporation shall pay the dividends accrued on any share of Class A preferred stock on conversion of that share.

(b) Unless all cumulative dividends on shares of Class A preferred stock have been paid in cash, the Corporation may not pay or declare any dividend, whether in cash or property, or make any other distribution, to holders of common stock or any other stock of the Corporation ranking junior to the Class A preferred stock as to dividends or liquidation rights (any such stock, "Class A Junior Stock"), nor may the Corporation purchase, redeem, or otherwise acquire for value any shares of Class A Junior Stock (except for shares of common stock that it acquires (1) under any agreement permitting or requiring the Corporation to purchase shares of common stock held by any person upon that person ceasing to provide services to the Corporation or (2) upon exercising a right of first refusal upon proposed transfer by a holder of common stock).

(c) Holders of shares of Class A preferred stock are not be entitled to participate in any dividends paid to holders of any shares of Class A Junior Stock.

3. Liquidation. (a) Upon occurrence of a liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary (any such event, a "Liquidating Event"), each holder of shares of Class A preferred stock will be entitled to receive out of the remaining assets of the Corporation available for distribution to stockholders, before any distribution of assets is made to holders of Class A Junior Stock, an amount per share of Class A preferred stock equal to the Class A Stated Value (this amount, the "Class A Liquidation Amount") plus an amount equal to all accumulated and unpaid dividends on each share up to the date fixed for distribution. After payment of the full Class A Liquidation Amount, holders of shares of Class A preferred stock will not be entitled to participate any further in any distribution of assets by the Corporation. If upon occurrence of a Liquidating Event the assets of the Corporation available for distribution to its stockholders are insufficient to pay the holders of the Class A preferred stock the full Class A

Liquidation Amount, holders of Class A preferred stock will share ratably in any distribution of assets so that each such holder receives, per share, the same percentage of the Class A Liquidation Amount.

(b) A reorganization, consolidation or merger of the Corporation or a sale or other disposition of all or substantially all the assets of the Corporation will not constitute liquidation, dissolution, or winding up of the Corporation for purposes of this section 3.

4. Optional Conversion. (a) At any time, each share of Class A preferred stock will be convertible at the option of the holder into an equal number of fully paid and nonassessable shares of common stock.

(a) Any holder of one or more shares of Class A preferred stock may exercise the conversion right under section 4 as to any one or more of those shares by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation for the Class A preferred stock as may be designated by the Corporation, the one or more certificates for the shares to be converted, duly endorsed or assigned in blank, accompanied by written notice stating that the holder is electing to convert those shares and stating the one or more names (with address) in which the one or more certificates for shares of common stock are to be issued. Conversion will be deemed to have been effected on the date when a holder delivers as required by the previous sentence the one or more certificates for the shares to be converted (that date, the "Conversion Date"). As promptly as practicable thereafter, but in any event not later than 10 business days following the Conversion Date, the Corporation shall issue and deliver to the holder, at the address designated by the holder, the one or more certificates representing the shares of common stock to which the holder is entitled. The person in whose name one or more certificates for common stock are to be issued will be deemed to have become a common stock holder of record on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Class A preferred stock surrendered for conversion, the Corporation shall at its expense issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, in addition to one or more certificates representing the shares of common stock to which shares of Class A preferred stock of the holder were converted, a new certificate (dated so as not to result in any loss of dividends) covering the number of shares of the Class A preferred stock representing the unconverted portion of the certificate so surrendered.

5. Mandatory Conversion. (a) Unless converted earlier in accordance with section 4, each share of Class A preferred stock will on the first anniversary of the date shares of Class A preferred stock were first issued (the date of that anniversary, the "Mandatory Conversion Date") automatically convert into an equal number of fully paid and nonassessable shares of common stock on the Mandatory Conversion Date.

(b) No later than ten days after the Mandatory Conversion Date, the Corporation shall give all holders of shares of Class A preferred stock written notice, by first-class certified mail, return receipt requested, postage prepaid, of occurrence of a Mandatory Conversion Event (each such notice, a "Mandatory Conversion Notice"). No later than ten days after receipt of a Mandatory Conversion Notice, each holder of shares of Class A preferred stock shall deliver to the Corporation during regular business hours, at the office of the Corporation or

any transfer agent of the Corporation for the Class A preferred stock as may be designated by the Corporation, the one or more certificates for the shares to be converted, duly endorsed or assigned in blank, accompanied by written notice stating the one or more names (with address) in which the one or more certificates for shares of common stock are to be issued. Failure of a holder of shares of Class A preferred stock to deliver one or more certificates as required in the previous sentence will not affect automatic conversion of those shares. As promptly as practicable thereafter, the Corporation shall issue and deliver to each holder that has in accordance with this section 5(b) delivered to the Corporation one or more certificates representing shares of Class A preferred stock, at the address designated by that holder, the one or more certificates representing the shares of common stock to which the holder is entitled. On the Mandatory Conversion Date, all outstanding shares of Class A preferred stock will be deemed to have been converted into shares of common stock, and all rights with respect to shares of Class A preferred stock will terminate, except for the right of any holder to receive, on surrender of any one or more certificates representing shares of Class A preferred stock, one or more certificates representing the number of shares of common stock into which those shares of Class A preferred stock have been converted, and payment of any declared but unpaid dividends thereon.

6. Additional Matters Relating to Conversion. (a) The Corporation will not issue any fractional shares of common stock or scrip upon conversion of shares of Class A preferred stock. If more than one share of Class A preferred stock is surrendered for conversion at any one time by the same holder, the number of full shares of common stock issuable upon conversion thereof must be computed on the basis of the aggregate number of shares of Class A preferred stock so surrendered. Any fractional shares of common stock that would otherwise be issuable upon conversion of any shares of Class A preferred stock will instead be rounded up to the nearest whole share. Fractional interests are not entitled to dividends and holders of fractional interests are not entitled to any rights as stockholders of the Corporation in respect of those fractional interests.

(b) The Corporation shall pay all documentary or stamp taxes attributable to issuance or delivery of shares of common stock upon conversion of any shares of Class A preferred stock, if issued in the name of the record holder.

(c) The Corporation shall reserve, free from preemptive rights, out of its authorized but unissued shares of common stock and solely for the purpose of effecting conversion of the shares of Class A preferred stock, sufficient shares to provide for the conversion of all outstanding shares of Class A preferred stock.

(d) All shares of common stock issued upon conversion of shares of Class A preferred stock will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, with no personal liability attaching to the ownership thereof, and free from all taxes, liens or charges with respect thereto.

(e) The Corporation may not reissue as shares of Class A preferred stock any shares of Class A preferred stock that have been converted into shares of common stock.



7. Adjustment to Conversion Price. The Conversion Price is subject to adjustment from time to time as follows:

(a) If at any time the number of shares of common stock outstanding is increased by a stock dividend payable in shares of common stock or by a subdivision or split-up of shares of common stock, then, upon the record date fixed for determining holders of common stock entitled to receive that stock dividend or upon the date of that subdivision or split-up, as applicable, the Conversion Price will be appropriately decreased so as to increase the number of shares of common stock issuable on conversion of each share of Class A preferred stock in proportion to that increase in outstanding shares of common stock.

(b) If at any time the number of shares of common stock outstanding is decreased by a combination or reverse split of the outstanding shares of common stock, then, upon the date of that combination or reverse split, the Conversion Price will be appropriately increased so as to decrease the number of shares of common stock issuable on conversion of each share of Class A preferred stock in proportion to that decrease in outstanding shares of common stock.

(c) In the event of any capital reorganization or any reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), or consolidation or merger of the Corporation with or into another person (other than a consolidation or merger in which the Corporation is the continuing corporation and that does not result in any change in or any change in ownership of the common stock) or of sale or other disposition of all or substantially all the properties and assets of the Corporation as an entirety to any other person, each share of Class A preferred stock will after that reorganization, reclassification, consolidation, merger, sale or other disposition be convertible into the kind and number of shares of stock or other securities or property of the Corporation, or of the Corporation resulting from that consolidation or surviving that merger or to which those properties and assets were sold or otherwise disposed, to which the holder of the number of shares of common stock deliverable (immediately prior to the time of that reorganization, reclassification, consolidation, merger, sale or other disposition) upon conversion of those shares would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or other disposition. The provisions of this section 5 will similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales, or other dispositions.

(d) Whenever the Conversion Price is adjusted as provided in this section 5, the Corporation shall forthwith file, at the office of the Corporation or any transfer agent designated by the Corporation for the Class A preferred stock, a statement, signed by its chief financial officer, showing in detail the facts requiring that adjustment, the Conversion Price then in effect, and computations demonstrating how the adjusted Conversion Price was arrived at. The Corporation shall also cause a copy of such statement to be sent by first-class certified mail, return receipt requested, postage prepaid, to each holder of shares of Class A preferred stock at its address appearing on the Corporation's records. Where appropriate, this copy may be given in advance and may be included as part of a notice required to be mailed under the provisions of section 5(e).

(e) If the Corporation proposes to take any action of the types described in section 5(c), the Corporation shall give notice to each holder of shares of Class A preferred stock, in the manner set forth in section 5(d), specifying the record date, if any, with respect to that action and the date on which that action is to take place and setting forth any facts reasonably necessary to indicate the effect of that action (to the extent that effect are known at the date of that notice) on the Conversion Price and the number, kind, or class of shares or other securities or property deliverable or purchasable upon occurrence of that action or deliverable upon conversion of shares of Class A preferred stock. In the event of any action that would require the fixing of a record date, any notice required under this section 5(e) must be given at least 20 days prior to the date so fixed, and in case of all other actions, any such notice must be given at least 30 days prior to the action is taken. Failure to give such notice, or any defect therein, will not affect the legality or validity of any such action.

8. Voting Rights. Each holder of shares of Class A preferred stock is entitled to one vote for each share of common stock into which each share of Class A preferred stock could then be converted (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to that vote, each holder has full voting rights and powers equal to the voting rights and powers of the holders of common stock and is entitled to vote, together with holders of common stock and not as a separate class (except as required by law), with respect to any question upon which holders of common stock have the right to vote.

D. The rights of the common stock are as follows:

1. General. Except as otherwise stated below in this certificate of incorporation, the powers, preferences, rights, and restrictions of the Class A common stock and Class B common stock are identical in all respects.

2. Dividend Rights. Whenever the Corporation has paid, or declared and set aside for payment, to the holders of outstanding shares of any class or series of stock having preference over the common stock as to the payment of dividends the full amount of any dividends to which those holders are entitled in preference to the common stock, then the Corporation may pay dividends on the common stock, and on any class or series of stock entitled to participate with the common stock as to dividends, out of any assets legally available for the payment of dividends, but only when declared by the Board of Directors of the Corporation.

3. Liquidation Rights. In the event of any liquidation, dissolution, or winding up of the Corporation, after payment or provision for payment of all debts and liabilities of the Corporation and after the Corporation has paid, or declared and set aside for payment, to the holders of the outstanding shares of any class or series of stock having preference over the common stock in any such event the full preferential amounts to which they are entitled, the Corporation shall pay the holders of the common stock, and of any class or series of stock entitled to participate with the common stock as to distribution of assets, the remaining assets of the Corporation available for distribution, in cash or in kind.

4. Voting Rights. Except as required by law, holders of shares of common stock vote together, and with holders of shares of any other class or series of stock entitled to vote with the

common stock, as a single class on all matters on which holders of shares of common stock are entitled to vote under law or under this certificate of incorporation. Each holder of shares of Class A common stock is entitled to one vote for each share of common stock held by that voter. Each holder of shares of Class B common stock is entitled to ten votes for each share of common stock held by that voter.

5. Conversion. (a) A holder of shares of Class B common stock may at any time elect to cause some or all of those shares to be converted into an equal number of fully paid and nonassessable shares of Class A common stock by giving written notice of that election to the Corporation, and that conversion will be effective upon receipt by the Corporation of that notice.

(b) Shares of Class B common stock will automatically convert into an equal number of shares of Class A common stock upon transfer of those shares to a Person that, at the time of that transfer, is neither David Cohen nor an Affiliate. For purposes of this section 5(b), the following terms have the following meanings:

"Affiliate" means, with respect to any individual, any member of that individual's Immediate Family, a Family Trust with respect to that individual, and any Person (other than an individual) in which that individual and/or one or more of that individual's Affiliates owns, directly or indirectly, more than 50% of any class of equity security or of the aggregate beneficial interest of all beneficial owners, or in which that individual or his Affiliate is the sole general partner or the sole managing general partner, or that is controlled by that individual and/or one or more of his Affiliates.

"Family Trust" means, with respect to any individual, a trust for the benefit of that individual or for the benefit of any one or more members of that individual's Immediate Family.

"Immediate Family" means, with respect to any individual, that individual's spouse, children, stepchildren, grandchildren, parents, grandparents, siblings (including half brothers and sisters), and any individuals who are family members by adoption.

"Person" means any individual, corporation (including any non-profit corporation), general or limited partnership, limited liability company, joint venture, estate, trust, association, organization, labor union, governmental authority, or other entity.

## ARTICLE 5 BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

## ARTICLE 6 Meetings of stockholders

Meetings of stockholders may be held within or without the State of Florida, as the bylaws may provide. The books of the Corporation may be kept (subject to any provisions contained in the statutes) outside the State of Florida at such place or places as may be

designated from time to time by the Board of Directors or in the bylaws of the Corporation. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

#### ARTICLE 7 COMPROMISE OR ARRANGEMENT

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Florida may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the Florida General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under Florida General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

#### ARTILCE 8 AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation

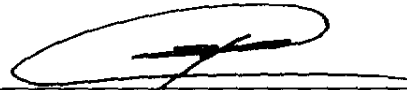
#### ARTICLE 9 INDEMNIFICATION

The Corporation shall to the fullest extent permitted by Florida General Corporation Law, as the same may be amended or supplemented, or by any successor thereto, indemnify and reimburse any and all persons whom it shall have the power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in, or covered by said section. Notwithstanding the foregoing, the indemnification provided for shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any By-law of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

ARTICLE 10  
LIABILITY OF DIRECTORS

No director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (1) for any breach of a director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, as the same exists or hereafter may be amended or (3) for any transaction from which the director derived an improper benefit. If the Florida General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then liability of a director of the Corporation, in addition to limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of directors of the Corporation existing at the time of such repeal or modification.

The undersigned is signing this certificate as of January 31, 2006.

  
David Cohen- President