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7/28/00 *Dear Darlene:*
Re our telephone conversation of this morning,
please see revised document and file ASAP.
Thanks!

BASIC AMENDMENT
COIN WASH HOLDINGS, INC.

17775-83152

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**ARTICLES OF AMENDMENT
TO THE
AMENDED ARTICLES OF INCORPORATION
OF
COIN WASH HOLDINGS, INC.**

Pursuant to §607.1006 of the Florida Business Corporation Act:

Article I of the Amended Articles of Incorporation of Coin Wash Holdings, Inc., a Florida corporation, hereinafter referred to as the "Corporation," is amended to read in its entirety as follows:

"ARTICLE I. NAME"

The name of the corporation is Coin Wash Holdings, Inc. The address of the principal office of the corporation shall be 439 N.E. 7th Avenue, Suite C, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same."

Article III of the Corporation's Amended Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE III. CAPITAL"

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares, consisting of 90,000,000 shares of common stock, having \$0.01 par value per share (the "Common Stock") and 10,000,000 shares of preferred stock having \$0.01 par value per share (the "Preferred Stock").

(a) Common Stock. Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters on which shareholders generally are entitled to vote. Subject to the provisions of law and the rights of any other class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the board of directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any other class or series of stock having a preference over the Common Stock then outstanding having been paid or declared and set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its shareholders ratably in proportion to the number of shares held by them, respectively.

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(b) Preferred Stock. Authority is hereby expressly granted to and vested in the board of directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) the number of shares to constitute the class or series and the designations thereof;

(ii) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(iii) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(iv) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(v) whether or not the shares of any class or series shall be redeemable and, if redeemable, the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(vi) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(vii) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(viii) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation or any other securities or property of the Corporation or any

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other securities or property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(ix) such other special rights or protective or other provisions with respect to any class or series as the board of directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any and all of the foregoing respects. The board of directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The board of directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock."

Article VIII is hereby added to the Corporation's Amended Articles of Incorporation to read in its entirety as follows:

"ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any present or former officer, director, or other person exercising the powers or performing the duties of an officer or director to the full extent now and hereafter permitted by law."

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, these amendments shall be effective as of April 5, 1999.

The foregoing amendments to the Amended Articles of Incorporation of the Corporation were proposed and approved by a majority of the Corporation's shareholders on April 5, 1999, pursuant to Section 607.0704 of the Florida Business Corporation Act, and that the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed these Articles of Amendment this 5th day of April 1999.

COIN WASH HOLDINGS, INC.

By: 

Name: Alan T. Haig

Title: President