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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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Amend
WSI-Miami, Inc.

FILED
98 FEB 26 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

- ☐ Annual Report
☐ Reservation

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☐ Certified Copy

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W.P. Verifier	Don

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TALLAHASSEE, FLORIDA
Thanks,
Jeff

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WSI-MIAMI, INC.**

FILED
98 FEB 26 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

THE UNDERSIGNED, Philip Voluck, being the President of WSI-Miami, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were initially filed with the Department of State of the State of Florida on July 16, 1997, DOES HEREBY CERTIFY:

1. The name of this Corporation is WSI-MIAMI, INC.

2. Article II of the Corporation's Articles of Incorporation is hereby deleted in its entirety

and replaced by the following:

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000,000 shares, consisting of: (a) 990,000 shares of Common Stock, par value \$0.01 per share ("Common Stock"), and (b) 10,000 shares of Preferred Stock, par value \$25.00 per share ("Preferred Stock"). Of the 990,000 shares of Common Stock authorized hereunder, 255,000 shares of Common Stock shall be reserved for issuance upon the conversion of shares of Preferred Stock into shares of Common Stock, as provided in Section II.C below.

I. Common Stock

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

A. Voting Rights. Except as otherwise required by Florida law, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock (the "Common Stockholders").

B. Dividends. The Common Stockholders shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

C. Liquidation, Dissolution, Winding Up. Subject to the rights of the holders of Preferred Stock (the "Preferred Stockholders"), upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the remaining net assets of the Corporation shall be distributed pro rata to the Common Stockholders in accordance with their respective rights and interests.

II. Preferred Stock

A. Voting Rights. Except as otherwise required by Florida law, all rights to vote and all voting power shall be vested exclusively in the Common Stockholders and the Preferred Stockholders shall have no right to vote on any matters submitted to a vote of the Corporation's Stockholders.

B. Dividends. The Preferred Stockholders shall not be entitled to receive dividends, unless and to the extent shares of Preferred Stock have been converted into Common Stock.

C. Conversion. The Preferred Stockholders shall have conversion rights as follows:

- (1) Each Preferred Stockholder shall have the right, at any time and from time to time after January 1, 1999, to convert all or any portion of its shares of Preferred Stock into fully paid and nonassessable shares of Common Stock, at the conversion rate of 25.5 shares of Common Stock for 1 share of Preferred Stock, at any time and from time to time.
- (2) Any Preferred Stockholder electing to convert all or a portion of its shares of Preferred Stock into Common Stock shall surrender the certificate or certificates for such shares at the office of the Corporation (or at such other place as the Corporation may designate by notice to the Preferred Stockholders) during regular business hours, duly endorsed to the Corporation or in blank, or accompanied by instruments of transfer to the Corporation in blank, in a form satisfactory to the Corporation, and shall give written notice to the Corporation at such office that such Preferred Stockholder elects to convert all or a portion of such shares of Preferred Stock. The Corporation shall, as soon as practicable,

after such deposit of certificates for shares of Preferred Stock, accompanied by the written notice above prescribed, issue and deliver at such office to the Preferred Stockholder for whose account such shares were surrendered, or to his or its nominee, certificates representing the number of shares of Common Stock into which such shares are convertible and certificates representing the number of shares of Preferred Stock, if any, retained by the Preferred Stockholder.

- (3) Conversion shall be deemed to have been made as of the date of surrender of certificates for the shares of Preferred Stock to be converted, and the giving of written notice as hereinabove provided; and, the person entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such Common Stock on such date. The Corporation shall not be required to deliver certificates for shares of its Common Stock while the stock transfer books for such stock or for this Preferred Stock are duly closed for any purpose, but certificates for shares of Common Stock shall be issued and delivered as soon as practicable after the opening of such books.
- (4) Upon any conversion as provided for herein, the Corporation shall not issue any fractional share, and, in lieu thereof, the Corporation shall pay the pro rata value of any such fractional (based upon the full value of \$25.00 per share) share in cash.

D. Redemption.

- (1) Except as otherwise required by Florida law, the Preferred Stockholders shall have the right, at any time and from time to time, upon thirty (30) days written notice to the Corporation, to redeem all or any portion of its shares of Preferred Stock at a redemption price of \$25.00 per share (the "Redemption Price").
- (2) Preferred Stockholders electing to redeem shares of its Preferred Stock shall surrender the certificate or certificates for such shares at the office of the Corporation (or at such other place as the Corporation may designate by notice to the Preferred Stockholders) during regular business hours, duly endorsed to the Corporation or in blank, or accompanied by instruments of transfer to the Corporation, in a form satisfactory to the Corporation, and thereupon the Redemption Price shall be paid, and certificates

representing the number of shares of Preferred Stock, if any retained, shall be delivered, to such Preferred Stockholders.

E. Liquidation, Dissolution, Winding Up. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, either voluntarily or involuntarily, the remaining net assets of the Corporation shall be distributed pro rata to the Common Stockholders and the Preferred Stockholders combined, treated as one class, with the Preferred Stockholders being entitled to receive that portion of the remaining net assets of the Corporation as they would have been entitled to receive if all shares of Preferred Stock had been converted immediately prior to the liquidation, dissolution or winding up.

F. Reacquired Shares. Any shares of Preferred Stock that have been issued and subsequently reacquired by the Corporation or redeemed or purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares upon their cancellation shall become authorized but unissued shares of Preferred Stock, par value \$0.01 per share, of the Corporation and may be redeemed as part of a new series of Preferred Stock of the Corporation to be created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth in the Corporation's Articles of Incorporation, as amended.

G. Amendment. This Article II, Section II constitutes an agreement between the Corporation and the Preferred Stockholders. It may only be amended by vote of the Board of Directors of the Corporation and the holders of a majority of the outstanding shares of Preferred Stock.

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by written consent of the Sole Director and Sole Shareholder of the Corporation dated the 31st day of December, 1997, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to
the Articles of Incorporation of WSI-Miami, Inc., this 30th day of September, 1997.

A handwritten signature in cursive script, reading "Philip Voluck", written over a horizontal line.

Philip Voluck, President