

P 98000004194

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTHERN TRUST SECURITIES HOLDING CORP.**

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**AMENDMENT
NUMBER SIX
TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION,
AS AMENDED
OF
SOUTHERN TRUST SECURITIES HOLDING CORP.**

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Pursuant to Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, the undersigned, being the Chief Executive Officer of SOUTHERN TRUST SECURITIES HOLDING CORP. (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were originally filed with the Department of State of Florida on January 14, 1998, Document No. P98000004194.

SECOND: This Amendment Number Six to the Amended and Restated Articles of Incorporation, as amended, was duly adopted by all of the Directors of the Corporation on September 15, 2010 and approved by all holders of Corporation's Series C Preferred Stock.

To effect the foregoing, the following designation is hereby added at the end of Article III of the Corporation's Amended and Restated Articles of Incorporation, as Amended, amending and superseding the Amendment providing for Series C Preferred Stock previously filed:

Series C Preferred Stock

1. Designation. The distinctive designation of the series of Preferred Stock established hereby shall be the "Series C 8% Convertible Preferred Stock" (the "Series C Preferred Stock").
2. Number of Shares. The total number of shares of Series C Preferred Stock shall be 1,000,000 shares, no par value per share. The number of shares of Series C Preferred Stock may from time to time be decreased (but not below the number then outstanding) by the Board of Directors, but may not be increased.
3. Dividends. The Series C 8% Convertible Preferred Stock provides for non-cumulative dividends at the rate of 8% per year, payable quarterly, in cash or shares of the Corporation's common stock at the Corporation's election. In the event the Corporation elects to pay such dividends in shares of the Corporation's Common Stock, the number of shares to be issued shall be based on a stock price of Seventy-Five Cents (\$0.75.) (the "Stock Price").
4. Conversion. Each share of Series C Convertible Preferred Stock shall be convertible at the option of the holder into shares of the Corporation's Common Stock at any time after six (6) months from date of issuance of the preferred stock at a conversion rate equal to

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the subscription price paid for the Series C Convertible Preferred Stock, or the subscription price paid for the Series B Convertible Preferred Stock if it was exchanged into the Series C Convertible Preferred Stock, plus the cash equivalent of any unpaid quarterly dividends since the date of issuance of the initially purchased series of preferred stock divided by the Stock Price (the "Conversion Rate"), subject to adjustment for customary anti-dilution event. Subject to certain restrictions, the Series C 8% Convertible Preferred Stock shall automatically convert into shares of the Corporation's Common Stock according to the Conversion Rate upon any of the following events: (i) the sale by the Corporation of all or substantially all of its assets; (ii) the consummation of a merger or a consolidation in which the Corporation is not the survivor; or (iii) the sale or exchange of all or substantially all of the outstanding shares of the Corporation's common stock.

5. Liquidation Preference. In the event of the liquidation, dissolution or winding up of the Corporation, the holders of Series C Convertible Preferred Stock shall have a liquidation preference over holders of common stock.

6. Redemption. The Series C 8% Convertible Preferred Stock shall be redeemable, at the option of the Corporation, for cash in the amount of \$11.00 per share of Series C Convertible Preferred Stock or for shares of the Corporation's Common Stock in accordance with the Conversion Rate. Any redemption by the Corporation shall be subject to 15 days written notice.

7. Voting Rights. Holders of the Series C Preferred Stock shall not have any voting rights.

8. Severability of Provisions. If any preferences or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the shares of Series C Preferred Stock set forth in these Articles are invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other preferences or other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications or terms or conditions of redemption of the shares of Series C Preferred Stock set forth in these Articles that can be given effect without giving effect to the invalid, unlawful or unenforceable provision shall, nevertheless, remain in full force and effect and no preferences or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the shares of Series C Preferred Stock herein set forth shall be deemed dependent upon any other provision hereof unless so expressed herein.

THIRD: The foregoing Amendment Number Six was adopted by all of the Directors of the Corporation in accordance with sections 607.1006 and 607.0602 of the Florida Business Corporation Act on September 15, 2010 and by the Series C preferred stock shareholders also in September 2010.

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IN WITNESS WHEREOF, the undersigned has executed this Amendment Number Six to the Amended and Restated Articles of Incorporation, as amended, this 15th day of September, 2010.

**SOUTHERN TRUST SECURITIES
HOLDING CORP.**

By: /s/ Robert Escobio
Robert Escobio
Chief Executive Officer

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