

P98000008504

ATTORNEYS' TITLE

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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
<input checked="" type="checkbox"/> Amendment
<input type="checkbox"/> Resignation of R.A., Officer/ Director
<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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DIVISION OF CORPORATION

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Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIFTH BOCA HOLDINGS, INC.

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Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed January 27, 1998 and assigned document number P98000008504.

FIRST: The name of the corporation is: Fifth Boca Holdings, Inc.

SECOND: Article IV, CAPITAL STOCK, of the original Articles of Incorporation is deleted and the following new Article IV, CAPITAL STOCK, is substituted in lieu thereof, as follows:

ARTICLE IV - CAPITAL STOCK

(a) Authorized shares. The aggregate number of shares which the corporation shall have authority to issue is 3,200, with no par value, of which 200 shares shall be designated "Class A Shares" and 3,000 shares shall be designated "Class B Shares."

(b) Relative rights and preferences. The relative rights, privileges, and limitations of the Class A Shares and Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of Class A Shares, and except that the sale or other transfer of Class B Shares will be restricted pursuant to a restricted stock purchase agreement entered into between the corporation and the Class B Shareholder(s), and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

(c) Preemptive rights denied. No holder of any shares of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the corporation of any Class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

THIRD: All shares of stock issued and outstanding prior to the adoption of this amendment shall be reclassified as "Class A Shares."

FOURTH: The adoption of this amendment to the articles of incorporation does not adversely affect the rights or preferences of the holders of the outstanding shares.

FIFTH: This amendment was adopted on February 9, 1999.

SIXTH: This amendment was approved by the unanimous consent of the directors of the corporation at a meeting held for that purpose on February 9, 1999.

SEVENTH: Shareholder approval was not required for this amendment.

In witness whereof we have hereunto subscribed our names this 9th day of February, 1999.

FIFTH BOCA HOLDINGS, INC.

By 
Calvin Haddad, Director

By 
Babette Haddad, Director