

P98000011086

Cooper, Byrne, Blue & Schwartz  
Requestor's Name

1358 Thomaswood Drive  
Address

Tallahassee FL 32309  
City/State/Zip Phone #

Office Use Only

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

- 1. Tampa Financial Company, Inc.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

RECEIVED  
01 DEC 17 PM 3:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	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

FILED  
01 DEC 31 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500004729515-4  
-12/18/01--01006--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

C. Coulllette JAN 02 2002

Examiner's Initials	
---------------------	--

LAW OFFICES  
COOPER, BYRNE, BLUE & SCHWARTZ, LLC

ATTORNEYS AND COUNSELORS

D. ANDREW BYRNE †  
CHARLES L. COOPER, JR. ††\*\*  
WILLIAM W. BLUE  
DARREN A. SCHWARTZ  
AUTUMN B. THOMSON

1358 THOMASWOOD DRIVE  
TALLAHASSEE, FLORIDA 32308  
(850) 553-4300  
FAX: 553-9170

112 WEST GREEN STREET  
PERRY, FLORIDA 32347  
(850) 584-3111  
FAX: 584-8593

WEBSITE: <http://www.cooperbyrne.com>

JOHN K. BYRNE \*  
(1930-1994)

Of Counsel:  
BRAM D.E. CANTER, P.A.  
ROBERT S. COHEN, P.A.

† Also Admitted in Tennessee  
†† Also Admitted in Georgia  
\* Admitted in Tennessee Only  
\*\* Board Certified in Tax Law

REPLY TO TALLAHASSEE

December 28, 2001

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Fl 32314

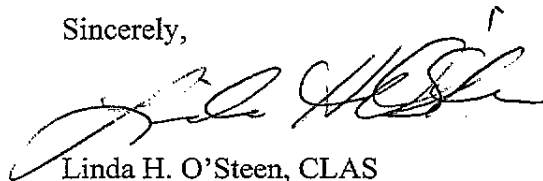
RE: Tampa Financial Company, Inc.  
Reference Number P98000011086

Dear Sir or Madam:

We are resubmitting herewith the Articles of Amendment of Articles of Incorporation of Tampa Financial Company, Inc. We believe the deficiency mentioned in the Department's letter of December 18, 2001, have been cured. Therefore, please file the Articles of Amendment and return the confirmation of filing to this address.

Thank you for your assistance.

Sincerely,



Linda H. O'Steen, CLAS  
Paralegal to Charles L. Cooper, Jr.

Enclosure



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 18, 2001

COOPER, BYRNE, BLUE & SCHWARTZ  
1358 THOMASWOOD DR.  
TALLAHASSEE, FL 32308

SUBJECT: TAMPA FINANCIAL COMPANY, INC.  
Ref. Number: P98000011086

We have received your document for TAMPA FINANCIAL COMPANY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 301A00066155

RECEIVED  
01 DEC 31 AM 8:23  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT OF ARTICLES OF  
INCORPORATION OF TAMPA FINANCIAL COMPANY, INC.**

Pursuant to Florida Statutes Section 607.0602, the undersigned officers of Tampa Financial Company, Inc., a Florida corporation, do hereby certify as follows:

1. The name of the corporation is Tampa Financial Company, Inc. The corporate number of this corporation is P98000011086. The date of incorporation is February 2, 1998.

2. Article VI of the corporation's Articles of Incorporation, which relates to the authorized shares of the corporation, is hereby amended in its entirety to state as follows:

**Article VI**

**Capital Stock**

- (a) Authorized Shares. The corporation is authorized to issue 1,000,000 shares of voting common stock having a par value of one cent (\$.01) for each share, to be designated "voting common stock", and 10,000,000 shares of non-voting common stock having a par value of one cent (\$.01) for each share, to be designated "nonvoting common stock".
- (b) Voting Rights--Election of Directors. Except as otherwise provided by the bylaws, the holders of the voting common stock shall have and possess the exclusive voting rights and powers, and the holders of the nonvoting common stock shall have no such rights and powers.

3. Article VII of the corporation's Articles of Incorporation, which relates to preemptive rights and cumulative voting, is hereby amended in its entirety to state as follows:

**Article VII**

**Cumulative Voting**

Cumulative voting shall not be allowed in the election of the Corporation's directors or for any other purposes.

4. As of the date of the adoption of this Amendment, the corporation has issued 20,000 shares of voting common stock, which stock remains issued and outstanding. All such issued stock shall retain its current status as voting common stock.

5. The foregoing Amendment of the Articles of Incorporation has been duly approved by the corporation's Board of Directors.

6. The foregoing Amendment of the Articles of Incorporation has been duly approved by the required vote of Shareholders in accordance with Section 607.1001, Florida

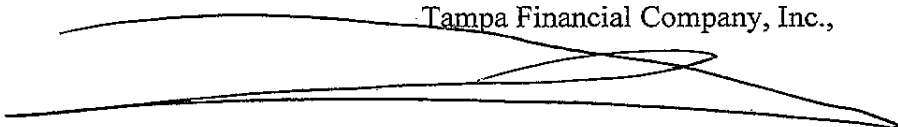
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 31 PM 3:14  
FILED

Statutes. The total number of outstanding shares of the corporation is 20,000 voting common shares. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required of each class of stock issued was more than 50%, which is sufficient under Florida law to authorize the amendments herein.

7. The undersigned are officers and/or Directors of the corporation and are authorized to execute and file this Certificate of Amendment on behalf of the corporation.


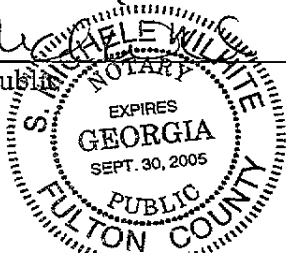
8. The amendment set forth above was adopted on December 7, 2001, by the vote of the shareholders holding one hundred percent (100%) of the outstanding voting common stock of the Corporation, and was sufficient under Florida law to effect such amendment.

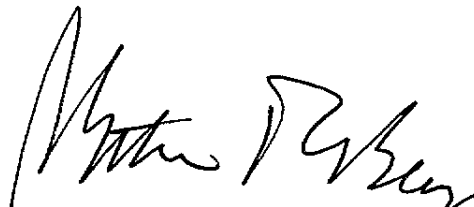
Tampa Financial Company, Inc.,



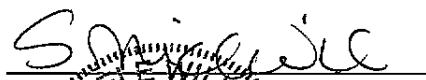
By: \_\_\_\_\_  
Stephen F. Been, President/Treasurer  
Date: December 7, 2001

Sworn to and subscribed  
before me this 7<sup>th</sup> day  
of December, 2001.

  
Notary Public \_\_\_\_\_  


By:   
Stephen R. Been, Vice President/Secretary  
Date: December 7, 2001

Sworn to and subscribed  
before me this 7<sup>th</sup> day  
of December, 2001.

  
Notary Public \_\_\_\_\_  
