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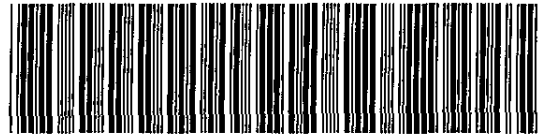
(Business Entity Name)

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TALLAHASSEE, FLORIDA

AJR
12/27/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 106304 4380516

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 27, 2004

ORDER TIME : 11:43 AM

ORDER NO. : 106304-010

CUSTOMER NO: 4380516

CUSTOMER: Wanda McNulty, Legal Assistant
Joel Reinstein, P.a.
Suite 325
925 South Federal Highway
Boca Raton, FL 33432

DOMESTIC AMENDMENT FILING

NAME: TFG CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TFG CAPITAL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article Four of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"ARTICLE FOUR – CAPITAL STOCK.

The aggregate number of shares which the corporation shall have authority to issue is: Ten Million (10,000,000) shares of common stock, \$0.01 par value, consisting of Class A Common and Class B Common shares as follows:

Class A Common: One Million (1,000,000) shares, \$0.01 par value, voting.

Class B Common: Nine Million (9,000,000) shares, \$0.01 par value, nonvoting.

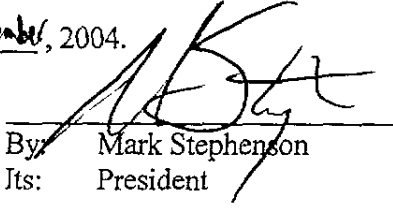
With the exception of the right to vote, there shall be no difference in the Class A Common and Class B Common stock."

SECOND: The corporation is presently authorized to issue Ten Million (10,000,000) shares of common stock of which Four Million, Eight Hundred Ninety-eight Thousand Nine Hundred Seventy-two (4,898,972) shares are presently issued and outstanding. Subsequent to the filing of these Articles of Amendment, the corporation will recapitalize its outstanding shares by issuing Four Hundred Eighty-nine Thousand Eight Hundred Ninety-seven and two/tenths (489,897.2) shares of the newly authorized Class A Common stock and Four Million Four Hundred Nine Thousand Seventy-four and eight/tenths (4,409,074.8) shares of the newly authorized Class B Common stock for its presently outstanding common stock. Each current stockholder shall exchange his, her or their outstanding shares of common stock for the same number of shares of newly authorized common stock, ten (10%) percent of which shall be Class A voting common stock and ninety (90%) percent of which shall be Class B nonvoting common stock. Accordingly, the relative voting rights of the stockholders will not change after the recapitalization.

THIRD: The date of the adoption of this Amendment was December 20,
2004.

FOURTH: The foregoing Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of December, 2004.


By: Mark Stephenson
Its: President