

P98000042411

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BASIC AMENDMENT

GUN CLUB SHOPS, INC.

Certificate of Status	0
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Amendment

06-14-00

DC

6/13/00 12:59 PM

305 541 3770 P.01/06

JUN-13-2000 16:57



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 13, 2000

GUN CLUB SHOPS, INC.  
1800 NE 114 ST  
SUITE 804  
MIAMI, FL 33181US

SUBJECT: GUN CLUB SHOPS, INC.  
REF: P98000042411

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H00000031680  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GUN CLUB SHOPS, INC.

FILED  
00 JUN 14 PM 1:26  
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TALLAHASSEE, FLORIDA

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

RESOLVED that

- FIRST: The sole purpose of the Corporation shall be to act as the general partner of GUN CLUB SHOPS, LTD., a Florida Limited Partnership (the "Partnership") and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.
- SECOND: Notwithstanding any other provisions of this amendment and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage (the "First Mortgage") on the real property of the Partnership is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:
- (a) engage in any business or activity other than those set forth in Paragraph 2 of this amendment;
  - (b) incur any indebtedness or assume or guaranty any indebtedness.
- THIRD: So long as the First Mortgage is outstanding, the Corporation may not do any of the following:
- (a) dissolve or liquidate, in whole or in part;
  - (b) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;
  - (c) withdraw as a general partner of the Partnership;
  - (d) amend or cause to be amended the organizational documents of the Corporation or the Partnership with respect to changing the sole purpose of the Corporation or the Partnership or the separateness covenants contained therein; or

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- (e) take any action that might cause the Corporation or the Partnership to become insolvent.

FOURTH: The Corporation shall, and shall cause the Partnership to:

- (a) maintain books and records separate from any other person or entity;
- (b) maintain its bank accounts separate from any other person or entity;
- (c) not commingle its funds and other assets with those of any other person or entity and hold all of its assets in its own name;
- (d) maintain its assets in such manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person or entity;
- (e) not do any act which would make it impossible to carry its ordinary business;
- (f) conduct its own business in its own name;
- (g) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (h) pay its own liabilities and expenses only out of its own funds;
- (i) as appropriate for the organizational structure of the Corporation and the Partnership, observe all corporate and other organizational formalities;
- (j) maintain an office through which its business will be conducted separate and apart from those of its affiliates and maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (k) pay the salaries of its own employees from its own funds;
- (l) maintain a sufficient number of employees in light of its contemplated business operations;

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- (m) not guarantee or become obligated for the debts of any other entity or person;
- (n) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (o) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (p) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
- (q) allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (r) use separate stationery, invoices and check bearing its own name;
- (s) not pledge its assets for the benefit of any other person or entity;
- (t) hold itself out as a separate entity;
- (u) correct any known misunderstanding regarding its separate identity;
- (v) not identify itself as a division or part of any other person or entity;
- (w) maintain adequate capital in light of its contemplated business operations;
- (x) be and remain solvent and pay its debt from its assets as the same shall become due;
- (y) conduct and operate its business as presently conducted and operate; and
- (z) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or other evidence of beneficial ownership of, any entity.

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FIFTH: The date of the Amendment's adoption was June 7<sup>th</sup>, 2000.

SIXTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this June 7, 2000.

GUN CLUB SHOPS, INC.

  
Robert Levy, President / Director

Prepared By:  
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