

P98000054080

Greenberg

(Requestor's Name)

101 E. College Ave.

(Address)

Michelle 425 8526

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

Amend

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

1. Procacci Margate, Inc. P98-54080
(Corporation Name) (Document #)
2. Procacci Lake City, Inc. P98-54080
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

98 SEP 11 PM 3:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time Call me ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ 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 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

Date stamped
copies please

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

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*****70.00 *****35.00

X00789, 00563, 00580
00672
98 SEP 11 PM 3:55
RECEIVED
Examiner's Initials
10/16/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 2, 1998

Law Office of Greenberg, Traurig
101 E. College Avenue
Tallahassee, FL 32301

SUBJECT: PROCACCI MARGATE, INC.
Ref. Number: P98000054080

We have received your document for PROCACCI MARGATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 998A00045251

LAW OFFICES
COLODNY, FASS & TALENFELD, P.A.

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Fort Lauderdale, Florida 33309

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Maria Elena Abate
Wendy Beck
G. Yasmin Jacob
Stuart B. Yanofsky

September 15, 1998

VIA FEDERAL EXPRESS

Ms. Mary V. Goodman
c/o Federal Express Station
3401 Commonwealth Blvd.
Tallahassee, FL 32303

Re: Amendment to Articles of Incorporation of
Procacci Margate, Inc.
Secretary of State Ref No.: P98000054080
Letter No.: 998A00045251

RECEIVED
98 SEP 16 AM 11:11
DIVISION OF CORPORATION

Dear Mary:

Pursuant to the instructions of Phil Procacci, I am enclosing herewith the following documents in connection with the above-referenced matter:

1. Copy of correspondence from **Ann Hogan, Corporate Specialist** with the Division of Corporations, dated September 2, 1998. You will note from the enclosed correspondence that the filing fee of \$35.00 was previously paid to the Secretary of State.

2. Original and one copy of Amendment to Articles of Incorporation of Procacci Margate, Inc., which Amendment has been revised in accordance with the correspondence from Ms. Hogan.

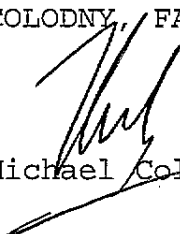
It would be appreciated if you could take the enclosed documents directly to Ann Hogan with the request that she review same and, if appropriate, file the Amendment and date stamp the copy thereof. I have enclosed a completed Federal Express airbill for your convenience in returning the date stamped copy to my office.

Ms. Mary V. Goodman
September 15, 1998
Page 2

Should you have any questions, please feel free to contact me. Thank you for your kind assistance in this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.



Michael Colodny

MC:cm
Enclosures

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PROCACCI MARGATE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby amends these Articles and is the substitute person for the Incorporator of the Corporation.

FILED
98 SEP - 1 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All of the following amendments were adopted on the 28th day of August, 1998 by a unanimous vote of the Shareholders of the Corporation, which unanimous vote was sufficient for such adoption.

**ARTICLE 2 - PURPOSE OF CORPORATION IS HEREBY AMENDED TO
READ AS FOLLOWS:**

The Corporation shall engage in acting as the General Partner for Wharton Investment Group of Margate, Ltd., a Florida Limited Partnership, and for no other purpose.

PARAGRAPH 7.2 IS HEREBY AMENDED TO READ AS FOLLOWS:

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, and the Board of Directors do not have any right to authorize the issuance of any further shares of any class or to confer any preemptive right to any shareholder or shareholders.

The Board of Directors of the Corporation may not authorize any additional shares of the stock of the Corporation.

PARAGRAPH 7.4 IS HEREBY AMENDED TO READ AS FOLLOWS:

The Board of Directors of the Corporation may not restate the Articles of Incorporation to change the classification of any unissued stock.

**ARTICLE 9 - POWERS OF CORPORATION IS HEREBY AMENDED TO
READ AS FOLLOWS:**

The Corporation shall have the same powers as an individual but shall be restricted in this instance to carrying out only the business of acting as General Partner of Wharton Investment Group of Margate, Ltd.

ARTICLE 13 - BYLAWS ARE HEREBY AMENDED TO READ AS FOLLOWS:

The Board of Directors of the Corporation shall not have the power to further alter, amend or repeal the Bylaws of the Corporation.

ARTICLE 15 - AMENDMENT IS HEREBY AMENDED TO READ AS FOLLOWS:

The Corporation may not take any action to amend, alter, change or repeal any provision in the Articles of Incorporation or the Bylaws of the Corporation.

In all other respects, the Articles of Incorporation remain unchanged and in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to the foregoing Amendment to Articles of Incorporation this 15 day of SEPT., 1998.

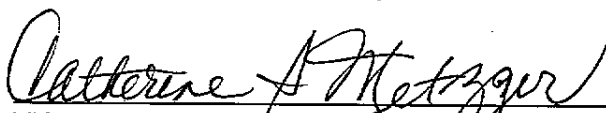


PHILIP J. PROCACCI
PRESIDENT AND SOLE STOCKHOLDER

STATE OF FLORIDA :
COUNTY OF BROWARD :

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, appeared PHILIP J. PROCACCI, who is personally known to me to be the person described in and who executed the foregoing instrument or who has produced his driver's license as identification, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of September 1998.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
CATHERINE H. METZGER

My Commission Expires:

