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

Automotive Service Centers Inc

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Ordered By: _____

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
AUTOMOTIVE SERVICE CENTERS, INC.**

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Pursuant to Section 607.1006(1), Florida Statutes, the Articles of Incorporation of **Automotive Service Centers, Inc.** (the "Corporation"), a Florida corporation, are hereby amended as follows:

1. The name of the Corporation is **Automotive Service Centers, Inc.**
2. Article IV of the Articles of Incorporation is amended by replacing the present language with the following new Article IV to read as follows:

**ARTICLE IV
Capital Stock**

The Corporation is authorized to issue the following two classes of capital stock:

- A. Ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).
- B. Five thousand (5,000) shares of preferred stock (the "Preferred Stock") having the following terms, preferences, rights, and limitations:

Section 1. Par Value of Preferred Stock. The Preferred Stock shall have a par value of \$925.93 per share.

Section 2. Voting Rights. The holders of Preferred Stock shall be entitled to vote their shares with one vote per share. The holders of Preferred Stock shall be entitled to the same notice and meeting convening rights as holder of common stock.

Section 3. Preferred Cumulative Dividends. The Preferred Stock shall be entitled to receive dividends at the rate of ten percent (10%) per annum, cumulative, payable quarterly out of the earnings of the Corporation, and in preference to any dividends upon the common stock. The Corporation shall have the option not to commence paying dividends on the Preferred Stock until March 31, 2001, but such dividends will continue to accumulate. In no event shall any dividend whatever be paid or declared or any distribution made on the common stock or on any other stock, hereafter created, of the Corporation other than Preferred Stock, nor shall any stock

of the Corporation other than Preferred Stock be purchased, redeemed or otherwise acquired by the Corporation, unless and until: (a) full cumulative dividends as set forth above for the Preferred Stock due currently or in arrears shall have been paid, or a sum sufficient for the payment of such set apart for such payment, and (b) the surplus of the Corporation available for the declaration and payment of dividends on the Preferred Stock, shall, after paying or making provision for the payment of dividends on the Preferred Stock as provided in (a), above, equal at least \$92.59 for each share of the Preferred Stock then outstanding. No dividends shall be paid or declared or any distribution made on the common stock or any other stock, other than Preferred Stock, of the Corporation, and no stock of the Corporation, other than Preferred Stock, shall be purchased, redeemed or otherwise acquired by the Corporation if the effect of such would be to reduce such surplus of the Corporation below an amount equal to \$92.59 per share for each share of the Preferred Stock then outstanding.

Section 4. Additional Dividends. After all accrued and unpaid dividends at the rate of ten percent (10%) per annum on the Preferred Stock have been fully paid or declared and provided for, holders of the Preferred Stock shall then be entitled to participate equally with holders of the common stock in any dividends that may be declared and paid, so that holders of the Preferred Stock, in addition to the ten percent (10%) preferred dividends above provided, shall receive a further amount per share of Preferred Stock equal to the amount per share of common stock to be received by the holders of the common stock.

Section 5. Preference on Dissolution, Liquidation, and Like Distributions. In case of the liquidation or dissolution of the Corporation, the holders of Preferred Stock shall be entitled to be paid in full, both the par value of such shares and any dividends accrued but unpaid, before any amount shall be paid to the owners of the common stock such latter class of stock being designated junior to the Preferred Stock. If upon any dissolution the assets distributable among the holders of the shares of Preferred Stock are insufficient to fully pay the par value of the Preferred Stock, plus accrued, but unpaid dividends, then the assets available for distribution shall be distributed pro rata among the holders of the Preferred Stock. Neither the voluntary sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the property or assets of the Corporation, nor the consolidation or merger of the Corporation shall be deemed to be a voluntary or involuntary dissolution of the Corporation.

Section 6. Conversion Rights. The Preferred Stock, at the option of the respective holders thereof, shall be convertible at any time and from time to time share for share into fully paid and nonassessable shares of common stock of the Corporation, upon surrender to the Corporation of the certificates of Preferred Stock to be so converted, duly assigned in blank for transfer. The conversion right of holders of shares of Preferred Stock shall be deemed to have been exercised and the holders exercising the same to have become holders of record of shares of common stock of the Corporation for all purposes on the respective dates of surrender of the certificates representing the Preferred Stock for conversion as herebefore provided, notwithstanding any delay in the delivery of certificates for the shares of common stock into which converted. Upon the conversion of shares of Preferred Stock under the provisions of this section, the shares of Preferred Stock surrendered pursuant to such conversion shall be cancelled and not again reissued.

Section 7. Additional Option Rights on Cumulated Dividends. If at any time there are accumulated but unpaid dividends on the Preferred Stock, the holders of Preferred Stock shall have an option to acquire shares of common stock from the Corporation for \$925.93 per share. This price shall be modified proportionately in the event of any stock split, stock dividend, or other capital re-structuring, so that the price per share at the time of exercise of the option equals a share price of \$925.93 per share given the capital stock of the Corporation as of the date that the Preferred Stock is issued. The rights pursuant to this section shall be included in the common stock to be reserved against pursuant to Section 10, below.

Section 8. Anti-Dilution of Conversion Rights. If at any time the Corporation shall change, as a whole, any class of stock into which the Preferred Stock is then convertible, into the same or a different number of shares, with or without par value, of the same or of any other class or classes ("New Stock") any holder of Preferred Stock, upon conversion of such, shall be entitled to receive, in lieu of the stock which (on conversion immediately prior to such change) he would have become entitled to receive, but for such change, a number of shares of New Stock equivalent to the number that would have been issued for such shares of stock as he would have been entitled to receive on conversion immediately prior to such change. The basic conversion value then in force shall remain unchanged or shall be proportionately increased or decreased, as the case may be, in the ratio which the number of shares of stock so changed shall bear to the number of shares of new stock.

Section 9. Preservation of Conversion Rights. In the event that the Corporation shall consolidate or merge with or shall transfer its property as an entirety to any other Corporation, proper provision shall be made that, upon the terms and in the manner provided herebefore, the holder of shares of Preferred Stock may hereafter, while the right of conversion exists, convert the same into the same kind and amount of stock, securities and/or assets, as may be issuable and/or payable by the terms of such consolidation, merger or transfer with respect to the number of shares of the class of stock of the Corporation into which such Preferred Stock is convertible at the time of such consolidation, merger or transfer

Section 10. Common Stock Reserve. The Corporation shall at all times reserve and keep available, out of its authorized and unissued stock, solely for the purpose of effecting the conversion of shares of Preferred Stock, such number of shares of common stock as shall from time to time be sufficient to effect the conversion of all shares of Preferred Stock then outstanding. The Corporation shall from time to time, in accordance with the laws of the State of Florida, increase the authorized amount of its shares of common stock if at any time the number of shares of authorized common stock remaining unissued shall not be sufficient to permit the conversion of all of the then outstanding shares of Preferred Stock.

Section 11. Voting Rights Upon Arrears. If at any time dividends in respect of any series of the Preferred Stock shall be in arrears to an amount equal to or exceeding the maximum dividend for one year at the rate fixed for such series, then so long as there shall be any arrears of dividends upon any of the Preferred Stock of any series, the holders of the Preferred Stock shall be entitled, voting separately as a class and to the exclusion of the holders of the common stock, to vote for the election of a majority of the directors of the Corporation. The Bylaws of the Corporation shall be deemed amended so as to allow the holders of the Preferred Stock to elect a majority of directors. Alternatively, upon demand of a majority of the holders of the Preferred Stock, all of the directors then in office shall be removed and a new election immediately held where the holders of the Preferred Stock, voting separately as a class, elect the majority of the board of directors. Upon payment of the arrears, and if the Corporation has the surplus required above, the holders of the common stock may request a new election of directors in which case a new election shall be held in accordance with the Corporation's Bylaws and applicable law, and at which the holders of Preferred Stock shall have a right to vote as provided above. The holders of ten percent (10%) of the outstanding Preferred Stock shall have the right to demand that the

president or other officer of the Corporation call and notice a meeting for the purposes of this section.

Section 12. Restrictions. While any Preferred Stock is outstanding, the Corporation may not do any of the following, absent approval by at least seventy-five percent (75%) of the holders of Preferred Stock, then outstanding, at an annual or a special meeting duly called and held for such purpose:

- (a) authorize or issue any other stock prior to or on a parity with such Preferred Stock as to earnings, assets, preferred distributions, or otherwise, nor any securities convertible into such stock;
- (b) redeem, repurchase, or retire any stock which is junior to the Preferred Stock;
- (c) modify or waive any of the terms, rights, preferences, or limitations of the Preferred Stock;
- (d) increase or decrease the authorized amount of Preferred Stock, or increase or decrease the par value of the Preferred Stock;
- (e) issue any further Preferred Stock; or
- (f) liquidate, wind up, or dissolve the Corporation.

Section 13. Adjustments. The authorized, issued, and outstanding shares of Preferred Stock shall be automatically adjusted upwards or downwards in the event of any upward or downward adjustment in the outstanding capital stock of the Corporation which upward or downward adjustment is not in connection with, and only to the extent of, additional equity in the Corporation. Included in the foregoing, the Preferred Stock shall automatically be adjusted upwards or downwards in the event of a stock split or stock dividend. The Preferred Stock shall not be adjusted to the extent that the additional stock issued is issued in exchange for adequate consideration, such as in the event of money paid or property delivered for the stock or a merger. The per share par value of the Preferred Stock shall be adjusted upward or downward so that the cumulative par value for all of the outstanding shares of Preferred Stock after the adjustment is the same as the cumulative par value for all of the outstanding shares of Preferred Stock immediately before the adjustment. In no event, however, shall the par value, or the dividends due on the total outstanding Preferred Stock be adjusted unless approved as set forth in section 12, above. Any holder of Preferred Stock may demand that the Corporation issue additional shares of Preferred Stock pursuant to this section.

[END OF ARTICLE IV]

3. The foregoing amendment was adopted and recommended on August 1, 1999 by an action by unanimous written consent of the directors of the Corporation as authorized by section 607.0821, Florida Statutes. The foregoing amendment was approved on August 1, 1999 by the written consent of a majority of the shareholders of the Corporation, as authorized by section 607.0704, Florida Statutes.

4. The sole voting group entitled to vote on this amendment is comprised of the holders of common stock and the number of votes cast in favor of the amendment by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned president of the Corporation has executed these Articles of Amendment to the Articles of Incorporation this 30th day of March, 2000.

Automotive Service Centers, Inc.,
a Florida corporation

By: 

Lonnie T. Orms, President

#48403