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*Amend + Restate*  
*7/1/08*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAR SPA, INC.**

Pursuant to the Florida Business Corporation Act, the corporation hereinafter named, hereinafter referred to as the "Corporation," does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is CAR SPA, INC.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation, as further amended hereby, is annexed hereto and made a part hereof.

**CERTIFICATE**

It is hereby certified that:

1. The annexed Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles III (i) and III (j) of the Articles of Incorporation are hereby amended so as henceforth to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was June 16, 2008.
4. The designation of each voting group of shareholders entitled to vote separately on the said amendments is hereby stated as follows:  
  
Article III (i) - holders of the Corporation's 7.03% Series A Preferred Stock  
Article III (j) - holder of the Corporation's 3.63% Series B Preferred Stock
5. The number of votes cast for the amendment to Article III (i) by the holders of the Corporation's 7.03% Series A Preferred Stock was sufficient for approval thereof.  
  
The number of votes cast for the amendment to Article III (i) by the holder of the Corporation's 3.63% Series B Preferred Stock was sufficient for approval thereof.
6. The effective time of these Amended and Restated Articles shall be upon filing.

Executed on June 16, 2008

Car Spa, Inc.

By: 

Name of Officer: Alexander W. Rangos

Title of Officer: President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
CAR SPA, INC.**

**ARTICLE I  
NAME**

The name of the corporation is CAR SPA, INC. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 515 East Las Olas Boulevard, Suite 1100, Ft. Lauderdale, FL 33301.

**ARTICLE III  
CAPITAL STOCK**

(a) Total Number of Shares. The total number of shares of all classes of stock that the Corporation is authorized to issue is TWO HUNDRED FIFTY-FIVE MILLION (255,000,000) consisting of TWO HUNDRED FIFTY MILLION (250,000,000) shares of common stock \$0.001 par value per share and FIVE MILLION (5,000,000) shares of preferred stock, par value \$0.001 per share. Each issued and outstanding share of common stock shall be equal to every other share of common stock and shall entitle the holders thereof to the same rights and privileges, except as otherwise expressly provided in these Articles of Incorporation. The holders of shares of common stock shall be entitled to one vote per share on each matter submitted to a vote at a meeting of the shareholders.

(b) Classes of Common Stock. Two hundred twenty-five million (225,000,000) of such shares of common stock will be classified as a series of common stock referred to as "Class A Common Stock" and twenty five million (25,000,000) of such shares of common stock will be classified as a series of common stock referred to as "Class B Common Stock."

(c) Intentionally left blank..

(d) Voting On Common Stock. On all matters presented for a vote of shareholders, except as otherwise specifically provided in the Florida Business Corporation Act, holders of common stock shall vote as a single class, and holders of Class A Common Stock and Class B Common Stock shall each be entitled to one (1) vote per share.

(e) Dividends on Common Stock. When and as dividends are declared with respect to earnings and profits derived from the operations of the Corporation, the holders of the Class A Common Stock and the Class B Common Stock shall be entitled to share equally, on a share-for-share basis, in such dividends; provided, however, the foregoing shall not be applicable with respect to a liquidating dividend, or any other dividend attributable to a sale of all the assets of the Corporation.

(f) Conversion of Class B Common Stock/Redemption of Class B Common Stock.

(i) Upon an Initial Public Offering. Upon the consummation by the Corporation of a registration under the Securities Act of 1933, as amended of an initial public offering of the Class A Common Stock, such that, thereafter, the shares of the Class A Common Stock are listed on a national securities exchange or regularly quoted in a market maintained by one or more members of a national or affiliated securities association (a "Qualified IPO"), each share of Class B Common Stock held by a shareholder shall automatically be converted into a number of shares Class A Common Stock, equal to

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the Class B IPO Conversion rate (as defined below), without further action by such shareholder or by the Corporation. The "Class B IPO Conversion Rate" will be a fraction, the numerator of which shall be one and the denominator of which shall be the numeric equivalent of the price at which the Class A Common Stock is sold to the public in a Qualified IPO (e.g. the numeric equivalent of a Qualified IPO price of \$8.50 per share is 8.5). For purposes of determining the Class A IPO Conversion Rate, the IPO Price shall be deemed to be one of the following prices of the Class A Common Stock to be selected by the majority of shareholders of the Class B Common Stock following consultation with the underwriter prior to the consummation of the Qualified IPO: (a) the initial trading price of a share of Class A Common Stock pursuant to the Qualified IPO, or (b) the average of the Closing Prices (as herein defined) of the Class A Common Stock on the principal securities exchange or the market maintained by one or more members of a national or affiliated securities association on which the Class A Common Stock is then traded for the five (5) consecutive trading days ending on the day that is forty-five (45) days after the Qualified IPO. For purposes hereof, the term "Closing Price" shall mean the closing price of a share of Class A Common Stock, as reported in the Wall Street Journal, on the national securities exchange or other national quotation system on which the Class A Common Stock is then traded or quoted. Following the date on which any shares of Class B Common Stock are automatically converted into shares of Class A Common Stock, the holder of such shares may surrender the certificates evidencing such shares of Class B Common Stock to the Corporation at its principal office, and the Corporation shall issue to such holder a certificate evidencing the shares of Class A Common Stock into which such shares have been converted. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for purposes of effecting conversions, the number of shares of Class A Common Stock which may be issuable upon future conversion of Class B Common Stock.

(ii) Upon Merger. In the event of a merger of the Corporation with or into another legal entity such that the Corporation is not the surviving entity (a "Merger"), immediately prior to the Merger, each share of Class B Common Stock held by a shareholder shall be redeemed by the Corporation in consideration of the delivery of the redemption price of One Dollar (\$1.00) per share delivered to the holder thereof. The Corporation will notify the shareholders of Class B Common Stock of the redemption procedure prior to the Merger.

(iii) Upon Sale of All the Assets. In the event of the sale or conveyance of all or substantially all of the assets of the Corporation to another legal entity (an "Asset Sale"), immediately prior to the Asset Sale, each share of Class B Common Stock held by a shareholder shall be redeemed by the Corporation in consideration of the delivery of the redemption price of One Dollar (\$1.00) per share delivered to the holder thereof. The Corporation will notify the shareholders of Class B Common Stock of the redemption procedure prior to the Asset Sale.

(iv) Upon Sale of Assets and Merger. In the event that the Corporation undertakes a transaction or a series of transactions in which the Corporation is selling some or substantially all of its assets and concluding a Merger (the "Combined Transaction"), immediately prior to the Combined Transaction, each share of Class B Common Stock held by a shareholder shall be redeemed by the Corporation in consideration of the delivery of the redemption price of One Dollar (\$1.00) per share delivered to the holder thereof. The Corporation will notify the shareholders of Class B Common Stock of the redemption procedure prior to the Combined Transaction.

(g) Re-issuance of Common Stock. Shares of common stock that have been issued and reacquired by the Corporation in any manner, including shares purchased, redeemed or converted, shall (upon compliance with any applicable provisions of the laws of Florida) have the status of authorized but unissued shares of common stock of the Corporation undesignated as to series and may be designated or re-designated and issued or reissued, as the case maybe, as part of any series of common stock of the Corporation, provided that any issuance of such shares of common stock must be in compliance with the terms hereof.

(h) Preferred Stock. Shares of preferred stock may be issued from time to time in one or more series. Subject to any limitations prescribed by the laws of the State of Florida, the Board of Directors is expressly authorized, prior to the issuance of any series of preferred stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designation, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the law of the State of Florida, the Board of Directors is expressly authorized to determine with respect to each series of preferred stock:

(i) the distinctive designation of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;

(ii) the rate and time at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative, or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(iii) the right, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(iv) the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution, or winding up is voluntary or involuntary, and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

(v) the voting powers, if any, of the holders of shares of such series which may, without limiting the generality of the foregoing, include (A) the general right to vote (or more or less than one vote) per share on every matter (including, without limitation, the election of directors) voted on by the shareholders without regard to class and (B) the limited right to vote, as a series by itself or together with other series of preferred stock or together with all series of preferred stock as a class, upon such matters, under such circumstances and upon such conditions as the Board of Directors may fix, including, without limitation, the right, voting as a series by itself or together with other series of preferred stock or together with other series of preferred stock as a class, to elect one or more directors of the Corporation in the event there shall have been a default in the payment of dividends on any one or more series of preferred stock;

(vi) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount which the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(vii) the limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, any series of common stock or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of such series;

(viii) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation, and

(ix) any other relative powers, preferences and participating, option or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of the Articles of Incorporation or the law of the State of Florida. All shares of preferred stock shall be identical and of equal rank except as to the particulars that maybe fixed by the Board of Directors as provided above, and all shares of each series of preferred stock shall be identical and of equal rank except as to the dates from which cumulative dividends, if any, thereon shall be cumulative.

(i) 7.03% Series A Preferred Stock. There is hereby established a series of the preferred stock designated "7.03% Series A Preferred Stock" (hereinafter called this "Series A") initially consisting of 10,000 shares, having a par value per share equal to \$0.001. The number of shares constituting this Series A may be increased from time to time in accordance with law up to the maximum number of shares of preferred stock authorized to be issued under the Articles of Incorporation of the Corporation, as amended, less all shares at the time authorized of any other series of preferred stock. Shares of this Series A will be dated the date of issue. This Series A shall have the relative rights, designations, preferences, qualifications, privileges, limitations and restrictions applicable thereto as follows:

(i) The preferences of each share of this Series A with respect to dividend payments or distributions upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation (herein referred to as "Liquidation"), as the case may be, will be in every respect on a parity with the preferences of every other share of this Series A as to dividend payments or upon Liquidation and of every other share of capital stock of the Corporation which is not specifically made senior or junior to this Series A as to dividend payments or upon Liquidation. The rights of this Series A will be senior to the common stock of the Corporation with respect to dividend payments and distributions upon Liquidation of the Corporation and on parity with the Series B (defined below).

(ii) - The holders of shares of this Series A shall be entitled to receive, when and as declared in the discretion of the Board of Directors of the Corporation, out of funds legally available therefor, cumulative dividends at the annual rate of 7.03% per share on the liquidation preference of \$1,000, and no more, payable in arrears in cash quarterly on March 6, June 6, September 6, and December 6 of each year, beginning on March 6, 2008.

(1) Dividends shall be cumulative and begin to accrue from the original issue date of this Series A whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for payment of these dividends. If the full dividends in respect of any previous quarterly dividend period shall not have been paid on all shares of this Series A at the time outstanding, whether or not declared, dividends in the amount of the deficiency will be fully paid on, or declared and set apart for, such shares before any dividend or other distribution, whether in cash or property, will be paid on or declared or set apart for any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series A as to dividends, whether now or hereafter, authorized, and before any moneys will be set aside for or applied to any redemption, retirement, purchase or other acquisition of any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series A as to dividends, whether now or hereafter authorized.

(2) If at any time there shall be outstanding any shares of any other capital stock ranking on a parity as to dividends with this Series A, no dividends will be declared on this Series A or any other such parity stock in respect of any dividend payable during the same calendar quarter unless there shall be declared on all shares of this Series A and other such parity stock dividends payable in such calendar quarter, pro rata among all such shares in proportion to the respective accrued and unpaid

dividends that would be payable in respect of such shares (according to the terms thereof) as of such date if all such sums were actually paid; provided, however, that if at any time there shall be outstanding any shares of other such parity stock paying dividends on a schedule different than this Series A ("Different Schedule Parity Stock"), (i) no dividends will be declared on shares of this Series A or any other such parity stock paying dividends on the same schedule as this Series A ("Same Schedule Parity Stock") unless all dividends then payable on shares of Different Schedule Parity Stock (according to the terms thereof) for the period (if any) from the first dividend payment date on which an arrearage occurred in payment of dividends on such Different Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series A and other series of Same Schedule Parity Stock shall have been paid in full, and (ii) no dividends will be declared on shares of Different Schedule Parity Stock unless all dividends then payable on shares of this Series A and each other series of Same Schedule Parity Stock (according to the terms thereof) for the period from the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series A and other series of Same Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on each series of Different Schedule Parity Stock shall actually have been paid in full.

(iii) So long as any of the shares of this Series A shall be outstanding, in the event of any Liquidation of the Corporation, the holders of the then outstanding shares of this Series A will have preference per share against the property of the Corporation available for distribution to the holders of the Corporation's capital stock (other than capital stock to which this Series A is junior upon liquidation) equal to \$1,000 plus all dividends per share accrued and unpaid on this Series, whether or not declared, to the date of payment of such preference, and such preference will be paid on, or set apart in full for the holders of, shares of this Series A then outstanding before any distribution or payment will be made to the holders of shares of Common Stock or other capital stock of the Corporation which are junior to this Series A upon Liquidation, whether now or hereafter authorized. After payment of the full amount of such Liquidation distribution, the holders of this Series A shall not be entitled to any further participation in any distribution of assets of the Corporation.

(1) If, upon any Liquidation of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of this Series A and the holders of shares of all other stock of the Corporation ranking, upon Liquidation, on a parity with this Series A, shall be insufficient to pay in full the preferential amount set forth in paragraph (iii) above and liquidating payments on all such other stock ranking, upon Liquidation, on a parity with this Series A, then such assets or the proceeds thereof shall be distributed among the holders of this Series A and all such other stock ratably in accordance with the respective amounts which would be payable on such shares of this Series A and any such other stock if all amounts payable thereon were paid in full.

(2) Neither the consolidation nor merger of the Corporation with or into another corporation, nor the sale, conveyance or exchange of all or substantially all of the property and assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (iii).

(iv) The Corporation may, at its option, redeem the shares of this Series A, as a whole or in part, at any time at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event that fewer than all the outstanding shares of this Series A are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined by lot or pro rata as may be determined by the Board of Directors in its sole discretion to be fair and equitable.

(2) In the event the Corporation shall redeem shares of this Series A, notice of such redemption (a "Notice of Redemption") shall be given by first class mail, postage prepaid, mailed

not less than 30 nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each Notice of Redemption shall state: (1) the redemption date; (2) the number of shares of this Series A to be redeemed; (3) the redemption price; and (4) the place or places where the shares are to be redeemed.

(3) Any shares of this Series A which shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(v) The holders of this Series A may, on or after December 6, 2010, demand that the Corporation redeem ("Put") the shares of this Series A, if not previously redeemed by the Corporation, as a whole or in part, at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event the holders of this Series A Put shares of this Series A to the Corporation, notice of such Put (a "Notice of Put") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the Put date, to the Corporation at the address of its registered office. Each Notice of Put shall state: (1) the Put date; (2) the number of shares of this Series A to be Put; and (3) the Put price.

(2) Any shares of this Series A which shall at any time have been Put shall, after such Put, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(vi) The holders of shares of this Series A will not, by virtue of their ownership thereof, be entitled to vote upon any matter.

(vii) For the purpose of this Amendment, any capital stock of the Corporation will be deemed to rank:

(1) prior to the shares of this Series A, either as to dividends or upon Liquidation, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of this Series A;

(2) on a parity with shares of this Series A, either as to dividends or upon Liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or optional or mandatory redemption provisions, if any, be different from those of this series, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of this Series A; and

(3) junior to shares of this Series A, either as to dividends or upon Liquidation, if such class shall be common stock or if the holders of this Series A will be entitled to receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of such stock.



(i) 3.63% Series B Preferred Stock. There is hereby established a series of the preferred stock designated "3.63% Series B Preferred Stock" (hereinafter called this "Series B") initially consisting of 14,000 shares, having a par value per share equal to \$0.001. The number of shares constituting this Series B may be increased from time to time in accordance with law up to the maximum number of shares of preferred stock authorized to be issued under the Articles of Incorporation of the Corporation, as amended, less all shares at the time authorized of any other series of preferred stock. Shares of this Series B will be dated the date of issue. This Series B shall have the relative rights, designations, preferences, qualifications, privileges, limitations and restrictions applicable thereto as follows:

(i) The preferences of each share of this Series B with respect to dividend payments or distributions upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation (herein referred to as "Liquidation"), as the case may be, will be in every respect on a parity with the preferences of every other share of this Series B as to dividend payments or upon Liquidation and of every other share of capital stock of the Corporation which is not specifically made senior or junior to this Series B as to dividend payments or upon Liquidation. The rights of this Series B will be senior to the common stock of the Corporation with respect to dividend payments and distributions upon Liquidation of the Corporation and on parity with the Series A.

(ii) The holders of shares of this Series B shall be entitled to receive, when and as declared in the discretion of the Board of Directors of the Corporation, out of funds legally available therefor, cumulative dividends at the annual rate of 3.63% per share on the liquidation preference of \$1,000, and no more, payable in arrears in cash quarterly on March 6, June 6, September 6, and December 6 of each year, beginning on March 6, 2008.

(1) Dividends shall be cumulative and begin to accrue from the original issue date of this Series B whether or not declared and whether or not there shall be net profits or net assets of the Corporation legally available for payment of these dividends. If the full dividends in respect of any previous quarterly dividend period shall not have been paid on all shares of this Series B at the time outstanding, whether or not declared, dividends in the amount of the deficiency will be fully paid on, or declared and set apart for, such shares before any dividend or other distribution, whether in cash or property, will be paid on or declared or set apart for any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series B as to dividends, whether now or hereafter, authorized, and before any moneys will be set aside for or applied to any redemption, retirement, purchase or other acquisition of any shares of common stock of the Corporation or any other shares of capital stock of the Corporation which are junior to this Series B as to dividends, whether now or hereafter authorized.

(2) If at any time there shall be outstanding any shares of any other capital stock ranking on a parity as to dividends with this Series B, no dividends will be declared on this Series B or any other such parity stock in respect of any dividend payable during the same calendar quarter unless there shall be declared on all shares of this Series B and other such parity stock dividends payable in such calendar quarter, pro rata among all such shares in proportion to the respective accrued and unpaid dividends that would be payable in respect of such shares (according to the terms thereof) as of such date if all such sums were actually paid; provided, however, that if at any time there shall be outstanding any shares of other such parity stock paying dividends on a schedule different than this Series B ("Different Schedule Parity Stock"), (i) no dividends will be declared on shares of this Series B or any other such parity stock paying dividends on the same schedule as this Series B ("Same Schedule Parity Stock") unless all dividends then payable on shares of Different Schedule Parity Stock (according to the terms thereof) for the period (if any) from the first dividend payment date on which an arrearage occurred in payment of dividends on such Different Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series B and other series of Same Schedule Parity Stock shall have been paid in full, and (ii) no dividends will be declared on shares of Different Schedule Parity Stock unless all dividends then payable on shares of this Series B and each other series of Same Schedule Parity Stock (according to the terms thereof) for the period from the first

dividend payment date on which arrearages occurred in the payment of dividends on shares of this Series B and other series of Same Schedule Parity Stock to the first dividend payment date on which arrearages occurred in the payment of dividends on each series of Different Schedule Parity Stock shall actually have been paid in full.

(iii) So long as any of the shares of this Series B shall be outstanding, in the event of any Liquidation of the Corporation, the holders of the then outstanding shares of this Series B will have preference per share against the property of the Corporation available for distribution to the holders of the Corporation's capital stock (other than capital stock to which this Series B is junior upon liquidation) equal to \$1,000 plus all dividends per share accrued and unpaid on this Series, whether or not declared, to the date of payment of such preference, and such preference will be paid on, or set apart in full for the holders of, shares of this Series B then outstanding before any distribution or payment will be made to the holders of shares of Common Stock or other capital stock of the Corporation which are junior to this Series B upon Liquidation, whether now or hereafter authorized. After payment of the full amount of such Liquidation distribution, the holders of this Series B shall not be entitled to any further participation in any distribution of assets of the Corporation.

(1) If, upon any Liquidation of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of the shares of this Series B and the holders of shares of all other stock of the Corporation ranking, upon Liquidation, on a parity with this Series B, shall be insufficient to pay in full the preferential amount set forth in paragraph (iii) above and liquidating payments on all such other stock ranking, upon Liquidation, on a parity with this Series B, then such assets or the proceeds thereof shall be distributed among the holders of this Series B and all such other stock ratably in accordance with the respective amounts which would be payable on such shares of this Series B and any such other stock if all amounts payable thereon were paid in full.

(2) Neither the consolidation nor merger of the Corporation with or into another corporation, nor the sale, conveyance or exchange of all or substantially all of the property and assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph (iii).

(iv) The Corporation may, at its option, redeem the shares of this Series B as a whole or in part, at any time at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event that fewer than all the outstanding shares of this Series B are to be redeemed, the number of shares to be redeemed shall be determined by the Board of Directors and the shares to be redeemed shall be determined by lot or pro rata as may be determined by the Board of Directors in its sole discretion to be fair and equitable.

(2) In the event the Corporation shall redeem shares of this Series B, notice of such redemption (a "Notice of Redemption") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed, at such holder's address as the same appears on the stock register of the Corporation. Each Notice of Redemption shall state: (1) the redemption date; (2) the number of shares of this Series B to be redeemed; (3) the redemption price; and (4) the place or places where the shares are to be redeemed.

(3) Any shares of this Series B which shall at any time have been redeemed shall, after such redemption, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(v) The holders of this Series B may, on or after December 6, 2010, demand that the Corporation redeem ("Put") the shares of this Series B, if not previously redeemed by the Corporation, as

a whole or in part, at a redemption price of \$1,000 per share, plus all accrued dividends unpaid on such shares, whether or not declared.

(1) In the event the holders of this Series B Put shares of this Series B to the Corporation, notice of such Put (a "Notice of Put") shall be given by first class mail, postage prepaid, mailed not less than 30 nor more than 60 days prior to the Put date, to the Corporation at the address of its registered office. Each Notice of Put shall state: (1) the Put date; (2) the number of shares of this Series B to be Put; and (3) the Put price.

(2) Any shares of this Series B which shall at any time have been Put shall, after such Put, have the status of authorized but unissued shares of preferred stock of the Corporation, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

(vi) The holders of shares of this Series B will not, by virtue of their ownership thereof, be entitled to vote upon any matter.

(vii) For the purpose of this Amendment, any capital stock of the Corporation will be deemed to rank:

(1) prior to the shares of this Series B either as to dividends or upon Liquidation, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of this Series B;

(2) on a parity with shares of this Series B, either as to dividends or upon Liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or optional or mandatory redemption provisions, if any, be different from those of this series, if the holders of such stock will be entitled to the receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in proportion to their respective dividend rates or liquidation prices, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of this Series B; and

(3) junior to shares of this Series B, either as to dividends or upon Liquidation, if such class shall be common stock or if the holders of this Series B will be entitled to receipt of dividends or of amounts distributable upon Liquidation of the Corporation, as the case may be, in preference or priority to the holders of shares of such stock.

#### ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is: Corporation Service Company.

#### ARTICLE V

Intentionally left blank.

**ARTICLE VI  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.