

P98000097626

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

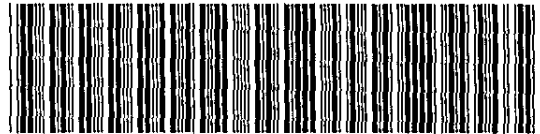
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2006 FEB 13 PM 2:37

CLERK OF COURT
TALLAHASSEE, FLORIDA

02 FEB 13 2006

Amend.

G. Ouellette FEB 13 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

First Capital Hospitality Financial
Group, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

☒ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

Articles of Amendment
to
Articles of Incorporation
of
First Capital Hospitality Financial Group, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P98000097626

(Document number of corporation (if known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 FEB 13 PM 2:37

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

1. Amending Article III to read as the attached (and deleting Article III as originally filed)

2. Amending Article II to provide the new address of the Corporation as follows: 1111 Lincoln Road
Suite 400
Miami Beach, Florida 33139

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

See attached (the cancellation and issuance of new shares is contained therein) at Article III as amended.

(continued)

The date of each amendment(s) adoption: January 19, 2006

Effective date if applicable: Upon filing with the Florida Secretary of State
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____.
(voting group)"

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Martin Buehler, President

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

RESOLVED, that the Articles of Incorporation are to be amended at Article III to read as follows:

That the only stock authorized and outstanding of the Corporation as of the date the Amendment to the Articles of Incorporation is filed shall be two classes of new Voting Common Stock (Class A and Class B);

That the Class B Voting Common Stock shall have preferential rights permitting it (i) to receive dividends first and then equal to or greater than those received by Class A Voting Common Stock and (ii) to have its stock redeemed in its entirety before any redemption of the Class A Voting Common Stock can occur;

That each share of Class A and Class B of the Voting Common Stock shall have equal value and each share of Class A and Class B of the Voting Common Stock shall have equal vote;

That the Corporation shall be authorized to issue Class A Voting Common Stock up to 8,500 shares at no par value per share and the Class B Voting Common Stock up to 1,500 shares at no par value per share;

That the Holders of the current Voting Common Stock of the Corporation shall receive, in exchange for their current Voting Common Stock, new Voting Common Stock Class A in a proportion of .085 shares of new Class A Voting Common for every share cancelled of current Voting Common Shares.