

P99000008440

Law Offices of
HARVEY SCHONBRUN, P.A.
Attorneys and Counselors at Law

HARVEY SCHONBRUN
Board Certified
Wills, Trusts and Estates

S. DAVID ANTON
Certified Family Mediator

1802 North Morgan Street
Tampa, Florida 33602-2328
Tel. (813) 229-0664
Fax (813) 228-9471
e-mail harvey@schonbrun.com

December 3, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

000004705360--8
-12/05/01--01016--012
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation
of B. K. Winkler, Inc.

Dear Sir/Madam:

Enclosed you will find the original and one copy of Articles of Amendment to the Articles of Incorporation of B. K. Winkler, Inc. You will also find enclosed a check made payable to Department of State in the amount of \$43.75. \$35.00 of this amount is to file the enclosed Articles and \$8.75 of this amount is to obtain a certified copy of the filing for our records. A self-addressed and stamped envelope is also provided for return mailing.

Thank you very much for processing the above enclosures. Should you have any questions, then please do not hesitate to call.

Very truly yours,



S. David Anton, Esquire

SDA\mav

Enclosures: Articles of Amendment to Articles of Incorporation
of B. K. Winkler, Inc. (Original and 1 copy)

Check for Filing Fee and Certified Copy

Self-addressed and stamped return envelope

FILED
01 DEC -5 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac Amend
12-11

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
B. K. WINKLER, INC.

FILED
01 DEC -5 PM 12: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.187 (1), Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The name of the corporation is B. K. WINKLER, INC.

The following amendments to the Articles of Incorporation were adopted by the corporation:

1. Article Four shall be rewritten as follows:

"This corporation is authorized to issue 10,000 shares of capital stock which shall be designated "Common Shares" and all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof one vote at any stockholders' meeting and otherwise to participate in all meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America or in property, labor or services. In the absence of fraud, the judgment of the directors as to the value of property or services received in consideration for the issuance of said stock shall be conclusive and binding upon all persons whomsoever.

2. A seventh article shall be added to the Articles of Incorporation which shall be entitled "Preemptive Rights." This seventh article shall read as follows:

"Upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he or she already holds, each and every shareholder shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Written Notice of Intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders, and the stockholders shall

notify the corporation of their intention to subscribe within 30 days after such notice. Notice by regular United States mail addressed to the most current address provided by each stockholder to the corporation shall be sufficient notice for this provision."

3. An eighth article shall be added to the Articles of Incorporation which shall be entitled "Bylaws." This eighth article shall read as follows:

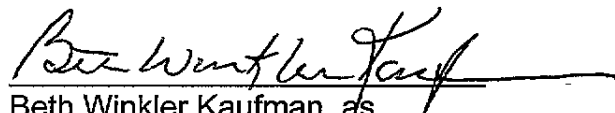
"The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders."


4. A ninth article shall be added to the Articles of Incorporation which shall be entitled "Dealings by Interested Parties." This ninth article shall read as follows:

"No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the stockholders, directors or officers of this corporation is or are interested in, or is or are a stockholder, director or officer of such other corporation, and no contract or other transaction between this corporation and any other person, entity or firm shall be affected or invalidated by the fact that any one or more stockholders, directors or officers of this corporation is a party to, or are parties to, or are interested in such contract or transaction provided that in each such case, all stockholders and members of the Board of Directors of this corporation are aware of the nature and extent of such interest in and to the other corporation, entity, firm or person."

The amendments stated above were adopted by all of the Shareholders of the corporation on the 21st day of November, 2001.

DATED: Nov 21, 2001.


Beth Winkler Kaufman, as
President of B. K. Winkler, Inc.
and Shareholder


Ronald Paul Kaufman, as
Secretary of B. K. Winkler, Inc.
and Shareholder

Signed, sealed and delivered in the presence of:

Lis Boom

Witness

Beth Winkler Kaufman
BETH WINKLER KAUFMAN
President and Shareholder

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of November 2001, by BETH WINKLER KAUFMAN, ✓ who is personally known to me or who produced as identification.

Betsy M. Willard
Print:
Notary Public, State of Florida
My Commission Expires:



Signed, sealed and delivered in the presence of:

Lis Boom

Witness

Ronald Paul Kaufman
RONALD PAUL KAUFMAN
Secretary and Shareholder

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of November 2001, by RONALD PAUL KAUFMAN, ✓ who is personally known to me or who produced as identification.

Betsy M. Willard
Print:
Notary Public, State of Florida
My Commission Expires:

