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Account Number : 075030000653
Phone : (904) 359-7000-7736
Fax Number : (904) 359-7712

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

VKM PROPERTIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
VKM PROPERTIES, INC.**

FILED
99 OCT - 5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of this Corporation is VKM Properties, Inc.

B. An amendment to the Articles of Incorporation was adopted on June 29, 1999, by the Shareholders of this Corporation to amend Article III of the Articles of Incorporation to provide for both common stock and preferred stock, as follows:

"ARTICLE III - CAPITAL STOCK

Section 1. Capital Stock. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is (i) one million (1,000,000) shares of voting common stock with a par value of \$.01 per share ("Common Stock") and (ii) ten million (10,000,000) shares of non-voting preferred stock with a par value of \$.01 per share.

Section 2. Preferred Stock. The 10,000,000 shares of non-voting preferred stock that the Corporation has authority to issue shall constitute a separate and single class of shares known as Preferred Stock. The preferences, limitations, relative rights, and voting rights, if any, shall be as set forth below:

A. Series A Cumulative Preferred Stock

(1) Designation and Amount. There shall be designated a series of Preferred Stock known as "Series A Cumulative Preferred Stock" (the "Series A Preferred Stock"), and the number of shares constituting such

Prepared by:

Charles H. Keller, Esq.
Florida Bar No. 0138487
Smith Hulsey & Busey
Post Office Box 53315
Jacksonville, FL 32201-3315
(904) 359-7700

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series shall not exceed 1,000,000. The stated value for each share of Series A Cumulative Preferred Stock shall be \$1.00.

(2) Rank. The Series A Preferred Stock shall, with respect to dividend rights and rights on liquidation, winding up and dissolution, rank senior to the Common Stock, par value \$.01 per share, and to all classes and series of stock of the Corporation now or hereafter authorized, issued or outstanding that by their terms expressly provide they are junior to the Series A Preferred Stock (collectively, the "Junior Securities"). Without the approval of the holders of the Series A Preferred Stock, the Corporation shall not issue any capital stock.

(3) Dividends.

(a) The holders of shares of the Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, dividends payable annually on each anniversary of the Issue Date (as defined herein) at a rate equal to 1% of the stated value of each share of the Series A Preferred Stock, with such dividend rate increasing by 1% on each subsequent anniversary of the Issue Date. Such dividends shall be cumulative and shall accrue and be payable to holders of record at the close of business on the date specified by the Board of Directors at the time such dividends are declared, in preference to dividends on the Junior Securities; provided, however, that if the Corporation intends to pay a dividend on any Junior Securities (other than in Junior Securities on its Common Stock) or any capital stock ranking on a parity with the Series A Preferred Stock either as to dividends or upon liquidation, dissolution or winding up of the Corporation ("Parity Stock"), prior to the payment of such dividend, the Corporation shall pay the then current cumulative dividends to the holders of the Series A Preferred Stock. All dividends paid with respect to shares of Series A Preferred Stock pursuant to this Section 2(A)(3)(a) shall be paid pro rata to the holders entitled thereto. "Issue Date" shall mean the first date on which shares of Series A Preferred Stock are issued.

(b) Dividends on the shares of Series A Preferred Stock shall accrue and be cumulative from their respective Issue Dates.

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(c) Accrued but unpaid dividends may be declared by the Board of Directors and paid on any date fixed by the Board of Directors to holders of record on the books of the Corporation on such record date as may be fixed by the Board of Directors, which record date shall be no more than 60 days prior to the payment date thereof. Holders of Series A Preferred Stock shall not be entitled to any dividends, whether payable in cash, property or stock, in excess of the full cumulative dividends provided for herein. Dividends payable on the Series A Preferred Stock for a period less than a full annual period shall be computed on the basis of a 365-day year.

(d) Except as provided in Section 2(A)(3)(a) above, so long as any shares of the Series A Preferred Stock are outstanding, the Corporation shall not declare, pay or set apart for payment any dividend or make any distribution on any Junior Securities or Parity Stock (other than dividends or distributions payable in additional shares of Junior Securities or Parity Stock).

(4) Liquidation Preference.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, no distribution shall be made to the holders of any Junior Securities unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received (i) \$1.00 per share plus (ii) all accrued and unpaid dividends and distributions thereon to the date of such payment, whether or not declared.

After payment in full of the liquidation preference of the Series A Preferred Stock, holders of Series A Preferred Stock shall not be entitled to receive any additional cash, property or other assets of the Corporation upon liquidation, dissolution or winding up of the Corporation.

(b) For the purposes of Section 2(A)(4)(a), 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 or the consolidation or merger of the Corporation with any other corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation, whether or not such voluntary sale, conveyance, exchange or transfer shall be in connection with a plan of liquidation, dissolution or winding up of the Corporation.

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(5) Redemption.

(a) Optional Redemption by Corporation. Subject to the terms of this Section 2(A)(5)(a), to the extent the Corporation shall have funds legally available therefor, the Corporation, at its option, may redeem, in whole or in part, the shares of Series A Preferred Stock outstanding, at any time or from time to time, at a redemption price equal to \$1.00 per share, together with accrued and unpaid dividends thereon to the redemption date. Notwithstanding the foregoing, unless the full cumulative dividends on all outstanding shares of Series A Preferred Stock shall have been paid or contemporaneously are declared and paid for all past dividend periods, none of the shares of Series A Preferred Stock shall be redeemed pursuant to this Section 2(A)(5)(a) unless all outstanding shares of Series A Preferred Stock are simultaneously redeemed.

(b) Mandatory Redemption by Corporation. Beginning upon the fifth (5th) anniversary of the Issue Date, the Corporation shall redeem 20% of the then outstanding Series A Preferred Stock, and on each subsequent anniversary of the Issue Date, the Corporation shall redeem 20% of the then outstanding Series A Preferred Stock, so that on the tenth anniversary of the Issue Date, the Corporation shall have redeemed all of the issued and outstanding shares of Series A Preferred Stock, at a redemption price equal to \$1.00 per share, plus accrued and unpaid dividends to the date of redemption.

(c) Redemption of Junior Securities or Parity Stock. The Corporation may not, directly or indirectly, retire, redeem, purchase or otherwise acquire any Junior Securities or Parity Stock unless the Series A Preferred Stock has been redeemed or retired in full.

(6) Reacquired Shares. Shares of Series A Preferred Stock that have been issued and reacquired in any manner, including shares reacquired by purchase or redemption, shall (upon compliance with any applicable provisions of the laws of the State of Florida) have the status of authorized and unissued shares of the class of Preferred Stock undesignated as to series and may be redesignated and reissued as part of any series of Preferred Stock other than the Series A Preferred Stock.

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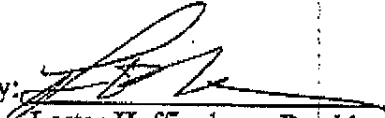
(7) Voting Rights. The holders of shares of Series A Preferred Stock shall have no voting rights.

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, VKM Properties, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 25 day of June, 1999.

VKM PROPERTIES, INC.

By: 
Lester Huffingham, President

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